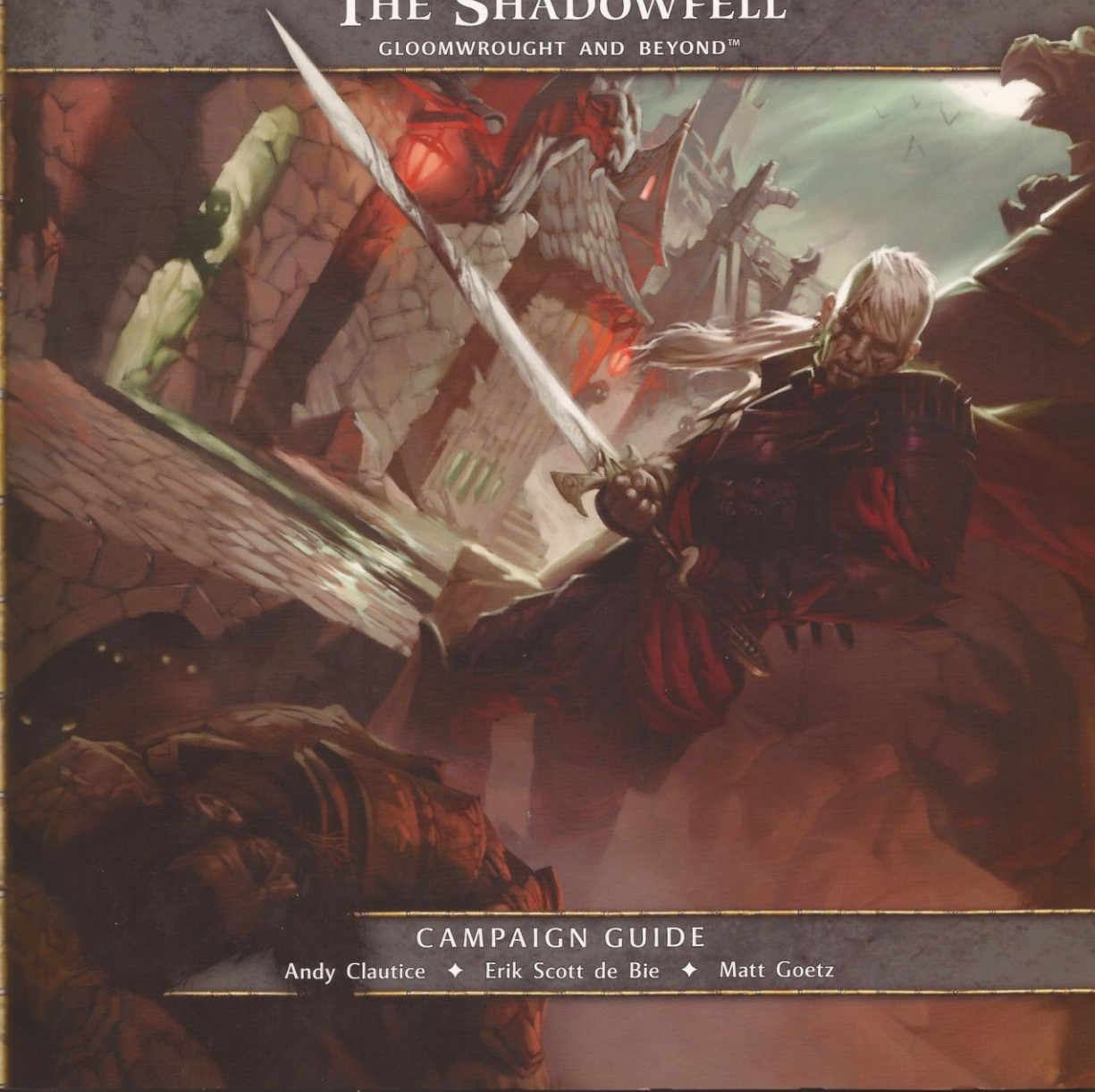


AGE 12+

DUNGEONS & DRAGONS[®]

THE SHADOWFELL

GLOOMWROUGHT AND BEYOND™



CAMPAIGN GUIDE

Andy Clautice ♦ Erik Scott de Bie ♦ Matt Goetz

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The Shadowfell

AT FIRST blush, the Shadowfell seems much like the world. It is not a lush and verdant hunting ground like the Feywild, nor is it the tumultuous battleground of the Elemental Chaos. Its appearance can be deceiving, though, for the Shadowfell's differences are woven into the fabric of the plane.

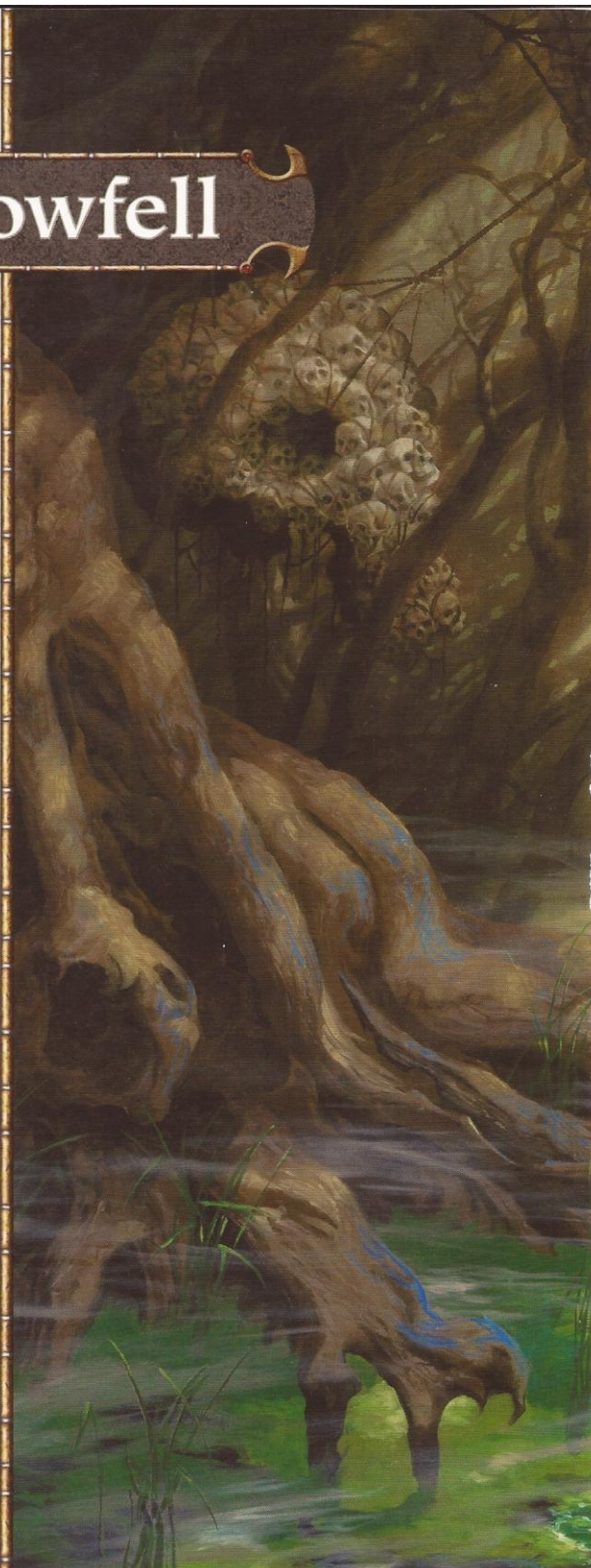
In this dark and imperfect reflection of the natural realm, shadows and gloom replace light and hope, suffusing everything with melancholy. A sense of fear and isolation fills living creatures with the urge to surrender to fate. Only those who are strong of heart and mind can survive in such a place.

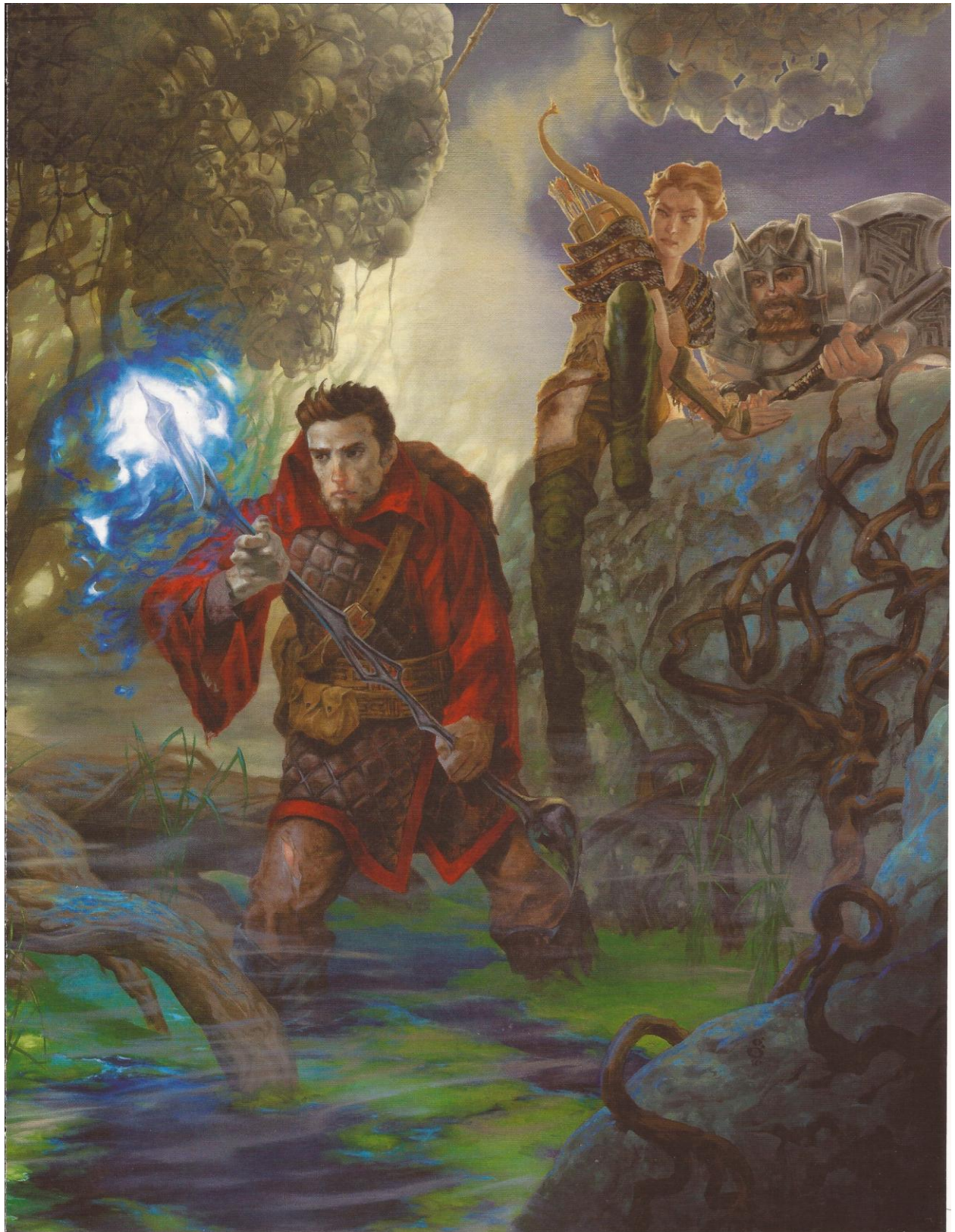
Creatures of shadow plague both travelers and residents of the Shadowfell. Souls drift across the desolate landscape, sometimes becoming trapped or tormented. Great forces vie for control of this land, waging war for dominion over death. For these reasons and more, the Shadowfell beckons heroes who have a thirst for adventure and a desire to do good.

This chapter is a primer on how to use the Shadowfell in a campaign, or as the focal point of one. It includes the following sections.

- ◆ **A Dark Mirror:** Even though it's an echo of the natural world, the Shadowfell is nevertheless unique in both its fundamental nature and the mood it evokes.
- ◆ **Getting to the Shadowfell:** Brief treatments of the ways that characters can travel to the plane—and, if they're lucky, back again.
- ◆ **Powers in the Shadowfell:** The plane is full of monsters and deities and other entities, the most noteworthy of which are discussed here.
- ◆ **Shadowfell Adventures:** Culled from the myriad of reasons why adventurers might enter the Shadowfell, here are some situations that make for compelling adventures.
- ◆ **The Despair Deck:** How to use the deck of cards in this boxed set to translate the Shadowfell's influence into game effects.

RANDY GALLEGO





A DARK MIRROR

The Shadowfell is a bleak realm that houses both the dead and those among the living who have embraced a dismal existence there.

As a shadowy reflection of the world, the Shadowfell can manifest differently to visitors. The plane is an amalgam of differences and similarities to the world. Each person finds something both recognizable and disturbing in its grim landscape.

The Shadowfell is in a state of flux. These alterations can be dramatic or subtle: A giant sinkhole might swallow up a swath of land, or a path that leads through a forbidding mountain range might alter its course to descend into the Shadowdark. These transformations can be physical, but they can also be a by-product of the plane's ability to warp the memory and imagination of those who walk its shadowed paths.

Fear, Isolation, and Death

In a game that's set in the Shadowfell, it's important to convey an atmosphere of terror, isolation, and death.

The Shadowfell is not inherently evil, but evil creatures are strong and plentiful there. Fearsome opponents await heroes in the Shadowfell, for the darkness provides a safe haven for dark and sinister things. Adventurers can expect straightforward fights against mindless undead and shadow beasts, as well as intrigue and conspiracy as they face off against cunning sneaks and master manipulators.

Creatures in the Shadowfell use darkness and fear to their advantage, surprising and ambushing unwary foes. A situation need not lead to a battle in order to instill tension and fear. A narrow alley with dark windows where assassins could be hiding can put

players on edge, even when no threat is present.

The monstrous denizens of the Shadowfell can be as insular and dejected as those of the world. The people of the Shadowfell are more xenophobic and mistrustful, though. They are apt to draw steel first before talking. A band of travelers in the Shadowfell, for example, represents a greater threat than one in the world. The constant danger of attack can lead adventurers to feel suspicious of anyone they encounter.

Death is a fundamental part of the Shadowfell, as ubiquitous as life is in the mortal realm. Any heroes who come to the Shadowfell should expect to stare straight into the face of death. Creatures of death roam the dismal landscape, feasting on the vitality of those foolhardy enough to wander the desolate landscape. Also, the Raven Queen keeps a watchful eye on those who visit her domain, dispatching her sorrowsworn to deal with any who threaten her rule.

Passage of Time

Creatures sometimes perceive time differently in the Shadowfell from how they do in the world. Rather than passing with the rise or fall of the sun, time moves based on the gloom infecting one's mind. As a person succumbs to depression and apathy, time seems to slow to a crawl. If one sinks into the deepest depths of despair, time seems to stop entirely.

A visitor to the Shadowfell might feel as though days or weeks have passed, when in fact years have gone by on his or her native plane. More than one traveler has ventured into the Shadowfell, only to find that when he or she returned home, everything that person loved and cherished was gone.

SETTING THE MOOD

The first challenge a Dungeon Master faces with a game set in the Shadowfell is to inspire fear and gloom—to challenge the players' normal confidence and comfort level.

Sitting around a table with your friends, with snacks and beverages right at hand, can make it difficult to capture the visceral terror that characters in the Shadowfell might experience. Even small changes to the playing environment can help to set the mood around your gaming space. First, try turning off any monitors or TVs, dimming the lights, and closing the curtains, leaving just enough light for everyone to clearly read notes and character sheets. Add some brooding or unsettling music, such as the sound track to a horror movie.

During the game, batter the players' nerves with ambushes, surprises, and sudden twists. Keep the players off balance. Build up tension by alluding to an imminent attack, only to have it occur at some later, unexpected time. Don't throw the adventurers against high-level opponents, but rather, turn seemingly straightforward

encounters into challenging scenarios by having enemies or traps suddenly appear. Constantly remind the adventurers of the proximity of death in the Shadowfell.

Create a sense of isolation by giving the heroes few allies. Their current allies might be brutally murdered or else turn against them at a critical moment. Apparent allies can make terrifying enemies. A group of merchants might hire the adventurers to guard a caravan. Then, after several uneventful days, the merchants might reveal themselves as vampires that plan to make the heroes into a meal on the long journey through the Shadowfell. After a few such betrayals, the characters will become suspicious of anyone who appears to be a friend. To facilitate this suspicion, have monsters attack the adventurers at auspicious times or else exploit a weakness that only one of their allies would know.

You can also use the Despair Deck (see page 11) to incorporate game mechanics into the gloom affecting the characters.

GETTING TO THE SHADOWFELL

The easiest and most reliable ways to enter the Shadowfell are by the use of a permanent teleportation circle, a portal, or a magical ritual. The following section discusses those methods and others for entering the Shadowfell.

Portals and Rituals

Portals take a variety of forms, but most resemble mirrors or archways.

A portal's destination is not always apparent. It might be masked, forcing adventurers to plunge in blindly. A portal that looks like a mirror might hint at its connection to the Shadowfell through the reflection of the one viewing it. In the reflection, a bard's winning smile might distort to become a sinister sneer; a champion of good might see his or her armor and weapon soaked in the blood of innocents. These dark reflections do not depict reality, but instead show the corruption an adventurer faces when passing to the world beyond.

Rituals of travel and portals can be dangerous. A traveler can easily become trapped in the Shadowfell if a portal becomes inactive or if a ritual's performer is unable to procure the necessary components for the return trip.

Shadowmist

Shadowmist is a magical phenomenon that manifests in the world and on other planes. It is indistinguishable from normal mist to the untrained eye. The substance seems to have a mind of its own. It envelops individuals who have committed great evil and carries them away to the Shadowfell. Shadowmist is also known to claim heroes and innocents, perhaps to balance the foul forces it pulls into the Shadowfell. For this reason, some believe that shadowmist is a tool of the Raven Queen, sequestering any who deny fate or who have yet to find their destinies.

Occasionally, shadowmist returns people from the Shadowfell to their home plane after a task is accomplished. Heroes who are whisked into a domain of dread (page 9) might be returned after they defeat the dark lord there. Evil persists in the Shadowfell, though, and foul villains always rise to take the place of defeated ones. The mist seems to have its own agenda, so once it discovers adventurers who prove their worth, those adventurers might find it returning to reclaim them at a later time.

Shadow Crossings

Anyone who accidentally stumbles into the Shadowfell typically does so as a result of a shadow crossing. Shadow crossings manifest in places of deep shadow. They also attach themselves to the domains of powerful individuals who have ties to the Shadowfell. When an

ancient lich is destroyed, for instance, its demise might open a shadow crossing to claim its slayers.

Powerful necromantic rituals, such as those dedicated to Vecna or Orcus, can produce short-lived shadow crossings. Even after such a ritual is complete, the shadow magic might persist, staining the area with darkness and allowing it to touch a section of the Shadowfell. **Shadows in the Crypt**, on page 8 of the *Encounter Book*, presents a scenario in which the characters arrive at a shadow crossing, interrupting the ritual of a priest of Orcus.

Dark Awakening

When a person whose fate is not yet fulfilled is slain, the Raven Queen sometimes rejects that person's soul. The soul then manifests in its original body, devoid of equipment and in the Shadowfell.

Mortals who awaken in this way can find themselves changed. Death infects them, altering their mentality and their powers in subtle ways. Some feel like strangers in their own bodies, believing themselves to have been reborn as a dark twin to their former identity. They can grow detached and melancholy, harboring these emotions long after leaving the Shadowfell. Many people who experience a dark awakening passionately devote themselves to a cause or a deity, trying to find ways to feel alive. Others accept the transformation and embrace their new, darker nature.

In rare circumstances, a dark awakening goes awry. Instead of the soul manifesting as a body in the Shadowfell, it is split, with half of it manifesting in the original body and the other half remaining in the Shadowfell. A group of slain adventurers might rise up in the Shadowfell, never realizing that a dark reflection of themselves exists in the world—or vice versa.

SHADOWY SOURCES

This book adds an enormous amount of information to the lore of the Shadowfell. It supports and is supported by several DUNGEONS & DRAGONS® game supplements and *Dragon*® magazine articles.

You'll find more about the Shadowfell in the *Manual of the Planes*™ supplement, and more about its creatures in the various *Monster Manual*® and *Monster Vault*™ products. Zvomarana, the Raven Queen's most holy temple, is detailed further in the adventure *E1: Death's Reach*™.

Dragon #376 featured the revenant, a character race that also makes an appearance in this book. The wanderers known as Vistani, who often visit the plane, are detailed in *Dragon* #380. In addition, some of the Shadowfell's domains of dread (about which you'll find more on page 9) are presented in other issues of the magazine.

POWERS IN THE SHADOWFELL

Some people believe that the Shadowfell is as much a living place as the world or the Feywild, despite its sinister reputation and its association with death. The plane seems to have a mind of its own, dispensing grim and ironic circumstances that strike villain and hero alike. The Shadowfell treats all creatures with ruthless indifference. The shadowy forces that willingly reside in the Shadowfell survive through pragmatism, and they usually practice the same indifference as the plane they inhabit.

Sages suggest that the subtle forces binding together the Shadowfell are vestiges of long-forgotten gods of good. The Shadowfell serves as a place for evil creatures to muster and also as a prison for some of the worst evils in the cosmos. The fact that the dark lords remain tightly contained in their domains of dread (see below) seems to support this claim. If the Shadowfell did not exist, souls would have nowhere to go, and many more foul creatures would be free to wander the planes.

Gods and Demons

Four great powers make claim on the environs and denizens of the Shadowfell. Chief among these powers is the Raven Queen. She receives homage from most of the plane's living inhabitants. The gods Vecna and Zehir chip away at her dominance over the Shadowfell, though, and the demon prince Orcus wages open war upon her.

Vecna and Zehir enjoy substantial followings in the settlements of the Shadowfell. The cults of these gods have wide influence over all tiers of society. They also maintain temples in isolated portions of the plane. Although Vecna and Zehir do not wage open war on the Raven Queen, they work in secret to undermine her presence by eliminating her followers.

The cult of Orcus is the least tolerated of these four factions. Shadar-kai and most shadowborn consider worship of the demon prince to be a high offense. As a result, the cult of Orcus remains hidden, slowly building its power base among the corrupt denizens of the plane. Beyond the cities and settlements, Orcus holds greater sway. His followers command entire swaths of the Shadowfell. Most believe that the Raven Queen has not eradicated his presence because she lacks the power to eject his followers. Scattered and isolated sentry towers surround her domains, watched over by shadar-kai and the Raven Knights, sorrowsworn pledged to the service of the Raven Queen. The Raven Knights are a bulwark against Orcus, so the demon prince offers substantial rewards to servants or mercenaries who deliver any of the Knights to him.

A fifth, scarcely known power has a minor presence in the Shadowfell. The fallen god of death, Nerull, is gone, but small sects of his devotees gather in the Shadowfell to oppose the Raven Queen and search

for ways to revive him. Nerull was slain by the Raven Queen, thereby losing his divinity and powers to her. Some believe that they can still hear Nerull's whispers in the Shadowfell, and that these whispers inspire them to commit mad and sadistic acts. They might hear Nerull, or it might be a lie from a foul demon or god that intends to use Nerull's followers toward its own end.

ONLY ONE GOD OF DEATH

A divine war works well as the central conflict in a campaign. A clash between two or more gods can manifest in both battle and intrigue. The struggle between Orcus and the Raven Queen is the backdrop for the campaign that starts with the published adventure *Keep on the Shadowfell* and culminates in *Prince of Undeath*.

In your game, Orcus need not be the Raven Queen's primary antagonist. You might decide that the war between her and Orcus has not yet occurred or has already transpired. Instead, it might be Vecna who is scheming behind the scenes, manipulating events to discover the Raven Queen's name (see *Manual of the Planes*, page 53) and gain power over her. Alternatively, in the wake of a conflict between Orcus and the Raven Queen, Zehir might strike, taking advantage of their weakened state. Or perhaps an ancient cadre of cultists are sworn to bringing Nerull back to challenge the Raven Queen.

Shadar-Kai

Long ago, the shadar-kai were a tribe of humans who dwelt in the mortal world. Like most other humans, the members of the shadar-kai tribe feared death. To them, death represented the failure of their bodies and their will to halt the decay of the flesh. Shadar-kai mages dabbled in necromancy in an effort to end—or at least diminish—their decline, but the dark arts proved a poor solution to their troubles.

The shadar-kai turned to the Raven Queen and beseeched her to put an end to their fears, which she did. In a rare act of compassion, or a cold calculation of self-interest, the Raven Queen taught the shadar-kai that the inevitability of death was something to embrace, not feared. She promised to protect their spirits after death and to reshape the best of them into powerful new forms; these creatures became known as sorrowsworn. Over time, the shadar-kai cast aside their fear of mortality, abandoned their place in the natural world, and relocated to the Shadowfell, where they built settlements along the edges of the Raven Queen's wintry kingdom. Gradually, they spread throughout the plane, building somber cities and grim fortresses.

Prolonged existence in the Shadowfell changed the shadar-kai, though. They began succumbing to the malaise of the plane. Gripped by misery, some shadar-kai faded from existence, first turning insubstantial and then vanishing altogether. As their people began to fade into the shadows, many shadar-kai sought to stimulate their bodies and minds, committing themselves to passion and excess to stave off the overbearing malaise.

Over time, the shadar-kai became a people of extreme emotions and incredible appetites. Some revel in pleasure and pain. They torture themselves, pierce skin and bone with cruel objects, abrade their flesh with jagged barbs, and cover themselves in scars and tattoos for little more than the rush of feeling these acts arouse. Others find stimulation in complex fighting styles and difficult weaponry, such as the spiked chain. A few practice the dark mysteries of shadow, becoming masters of its power. All these acts have let the shadar-kai persist within the Shadowfell. They have thrived there, better than any other race, giving them an edge in pursuing their own interests and ambitions.

Shadowborn

Creatures native to the land of shadows are known as shadowborn. The Shadowfell might reflect the mortal world, but its fundamental nature changes many mortal creatures. This change manifests as deep melancholy or anxiety, but it can grow worse, resulting in insanity, mania, and physical degeneration. Many shadowborn seem identical to their worldly counterparts, but many have abilities that reflect the influence of the Shadowfell.

Shadowborn look like their counterparts in the world, but they become paler or darker and take on a deathly aspect. Their features grow sunken and hollow, their eyes dance with shadow. Their forms sometimes appear to waver slightly, as though they are not entirely there. They exhibit behavior typical to extended exposure to the Shadowfell, ranging from nervousness to paranoia.

Undead

Many evil mortals consider the Shadowfell an ideal place to create undead servants. Over the centuries, clerics of dark gods, cultists of Orcus, foul wizards, and greedy necromancers have created thousands upon thousands of undead monsters using heinous rituals. Often, the spellcasters who create these dark servants abandon their creations to the surrounding landscape out of malice. Other times, the undead are released when they have fulfilled their purpose or when the spellcaster loses control over the monsters.

Other types of undead retain their sentience and rise above blind instinct. Vampires and liches carve out baronies in the Shadowfell's depths. Tortured ghosts stalk the ruins of lost cities, and death knights, honed by unquenchable hate, plot destruction against the living and their kingdoms.

Vistani

Without a homeland, the Vistani roam the Shadowfell, practicing their inscrutable ways. Vistani clans contain folk of many differing races. They rove outside the politics and concerns of civilization. Their magic and guile allow them to safely traverse the dark gulfs between settled areas and to cross the barriers between worlds. To sedentary people, these numinous vagabonds bring exotic goods, news, services, and skills. They take away new friends, orphaned children, survival essentials, any sometimes more than they honestly earned.

Natural rovers and fortune-tellers, the Vistani are known for their skill at traveling to, from, and within the Shadowfell. The Vistani of the Shadowfell are unpredictable. They favor the dark, unforgiving world of the Shadowfell because of the moral ambiguity of its inhabitants and because it makes their own celebrations feel brighter and more lively.

DOMAINS OF DREAD

Acts of evil leave stains upon places in the world, and these stains sometimes bleed into the Shadowfell to form domains of dread. Each of these foul realms is ruled over by a dark lord, a powerful and evil individual who is trapped within the bounds of the domain.

A dark lord's evil keeps it trapped within its domain. Although conditions for escape might exist, a dark lord rarely fulfills them, for they usually require some measure of redemption or reform. Entering a domain of dread is not difficult. Travelers work hard to avoid them, though, for once a person enters a domain, it is challenging to leave.

For natives of these domains, life is hard, even for the Shadowfell. They are suspicious and fearful, but these characteristics in no way lessen their need for aid. Heroes can earn great renown for facing the challenges in a domain of dread, especially the large ones that cover great sections of the Shadowfell.

This book does not include descriptions of any domains of dread, but some of the more notable ones have been brought to light in *Dragon* magazine articles on *DUNGEONS & DRAGONS Insider*.

Sunderheart, the Funeral City (*Dragon* #368), was once a prominent community in the ancient empire of Bael Turath.

Graefmotte, the Font of Sorrows (*Dragon* #375), is the estate and village of a noble from the empire of Nerath who murdered his own son.

Monadhan, the Traitor's Hold (*Dragon* #378), is the shadowy representation of a jungle outpost whose lord is an undead silver dragon.

SHADOWFELL ADVENTURES

The Shadowfell seems like an inhospitable place, given the dread and melancholy that soak the land. Hordes of ravenous undead prowl the landscape, joined by brutal death giants and merciless sorrowsworn. With cruel and opportunistic shadowborn as the adventurers' only allies, the Shadowfell can seem as dangerous as the Abyss or the Nine Hells. For bold heroes, though, the dangers of the Shadowfell represent one of the best opportunities in the cosmos for glory and riches.



"There's opportunity here in the Shadowfell, if you know where to look. Most folks think the biggest dangers hide in the shadows, but the real threat is the darkness inside you. If you can't find that light, you'll not survive long."

—Vistani fortune teller



Kidnap

Denizens of the Shadowfell constantly reach out to other planes, particularly the mortal world, in search of slaves, meals, and victims for ritualistic sacrifice. The hometown of an adventurer or one of his or her allies might be raided by shadar-kai marauders, who kill some of the populace before taking the rest back to the Shadowfell. Among the kidnapped victims could be a character's family member or friend. Worse, a cult of Orcus might be responsible. The victims are a component in a foul ritual, putting the characters under pressure to retrieve the victims before it's too late.

Accidental Crossing

From time to time, people are trapped in the Shadowfell after wandering through a shadow crossing or a portal. A shadow crossing might open in a graveyard, swallowing up an innocent paying his or her respects. An ancient mirror, thick with dust, might be accidentally activated, swallowing up its owner. Let characters investigate the source of a suspicious disappearance. Once they figure things out, they have the opportunity to go on a quest to recover the individual, who might be lost in the Shadowfell or at the mercy of its dangerous inhabitants.

Caught in a Curse

Many of the evil powers in the Shadowfell are bound by curses. These forces conspire to break the curses and escape their bonds, and their machinations often carry over into the world. A dark lord or powerful undead might try to acquire items in order to break the curse on it. The objects a monster requires might put it in direct conflict with the adventurers' goals. The curse could be less tangible. Perhaps a dark lord must find someone with his or her appearance, or an individual of the same bloodline. Perhaps a dark lord conspires to replace itself with one of the adventurers who meets this requirement, and so the dark lord has sent agents to capture the individual.

Destroy a Cult

The cults of Orcus, Vecna, and Zehir thrive in the Shadowfell, so any conflict against one of them will almost inevitably bring the heroes to the Shadowfell. Leaders of these cults hide within Gloomwrought's walls, so a campaign set in the City of Midnight can feature minor or major quests to eradicate the cults. A cult of Orcus might be responsible for a series of ghoulish attacks on the city's residents, or a cult of Vecna might be disturbing tombs in the graveyard while searching for an ancient tome or artifact.

Shadow Invasion

The Shadowfell contains powerful forces that yearn for conquest. Battle feeds adrenaline and staves off melancholy, so many natives of the Shadowfell seek out battle and start wars in order to maintain vitality. Perhaps a powerful and charismatic shadar-kai leader has banded together members of several factions, forming an army. Rather than draw the ire of a dark lord or the Raven Queen, this shadar-kai might lead the army into the world. The only way to stop this warlord is to track her back to a fortress in the Shadowfell and confront her.

Embracing Heritage

Shadar-kai characters and other adventurers who hail from shadowy origins could find themselves forced to return to the Shadowfell to deal with a facet of their sordid past. Perhaps one of the heroes is a fugitive or exile from one of the noble families of Gloomwrought. When an attack by assassins from a rival house nearly kills the character, he must return to the city of his birth to deal with the threat, claim his birthright, or protect his family. Alternatively, a shadowborn human raised on the mortal world might find himself drawn back to the Shadowfell to embrace his heritage and fulfill a destiny ordained by the Raven Queen.

THE DESPAIR DECK

The Despair Deck represents the unnatural behaviors and neuroses that can come over those who visit the Shadowfell. People from beyond the plane who travel through its dusky landscape find that cheer turns to gloom, friendship becomes enmity, and reason transforms into madness. Usually, these changes occur over months or years. Adventurers suffer the effects more rapidly, for they are constantly engaged in life-or-death struggles that test their physical and mental limits.

The Despair Deck consists of 30 cards, most of which represent an aspect of gloom: apathy, fear, or madness. Over the course of adventures, players draw cards from the Despair Deck to find out what aspect of despair afflicts their characters.

Gaining Despair

A character usually becomes beset with despair when he or she takes an extended rest after having encounters in the Shadowfell. Usually, this extended rest occurs in the Shadowfell, but a character might also experience despair after returning to the world. At the end of an extended rest, each player whose character completed the extended rest draws one card.

Sometimes, you might have the players draw despair cards when their adventurers are subject to particularly horrifying or gloomy conditions. For example, the players might draw despair cards after the adventurers discover a lair where ghouls have been feeding off townspeople. Having players draw cards in this way can challenge the players, but it can also be a distraction, since it's more difficult to keep track of multiple cards. If you have players draw additional despair cards, it's a good idea to make sure that a few characters have already overcome their initial despair cards (see below).

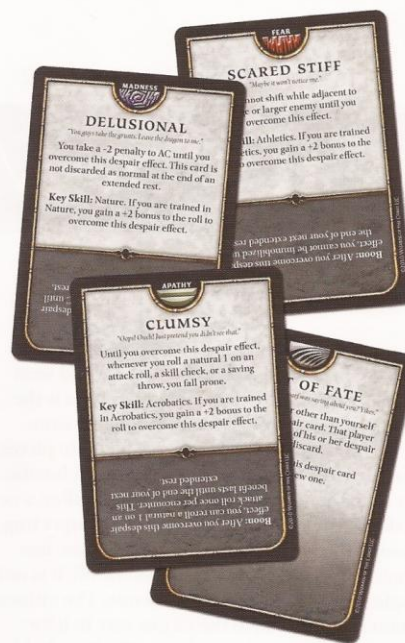
Overcoming Despair

The effects of despair cards can be debilitating, but adventurers have opportunities to overcome them. Whenever a character reaches a milestone, the player rolls a d20 to see if his or her character overcomes a despair effect. On a result of 10 or higher, a character overcomes the effect.

When an adventurer overcomes a despair effect, he or she is bolstered by the success. When the despair effect ends, the adventurer gains the benefit in the "Boon" entry on the respective card. In addition, that card no longer counts as an active despair card.

End of the Day

Unless noted otherwise, at the end of an extended rest, all despair cards are discarded, including those that have been overcome. The discarded cards are shuffled into the Despair Deck. Players then draw any new despair cards for the next day.



THE DESPAIR DECK

OPTIONAL RULES

Not every game experience is the same. This sidebar provides a couple of rules to adapt the Despair Deck for your game.

Modifying the Deck: Although the Despair Deck is intended to be used as part of a group's adventures in the Shadowfell, you can introduce the deck into any setting or adventure that contains an element of gloom or horror. If the characters' adventures take them into a city of drow in the Underdark, or a haunted demesne in the Feywild, or the ruins of the tiefling empire of Bael Turath, you might make use of the Despair Deck to add the desired atmosphere. Consider removing one aspect of despair—apathy, fear, or madness—if you think it's not appropriate for the characters' current location.

Keeping Secrets: Players might want to keep their cards a secret from one another, enabling them to convey their cards' effects through roleplaying. You can choose to allow this, though it's still probably a good idea for you to know what cards the players have.

Quick Play: The Despair Deck's default rules assume that a group is adventuring in the Shadowfell continually for several days. In a short play experience, a group might adventure for only a few hours and might never take an extended rest. In such a case, you can have players draw despair cards at the end of the first encounter. This way, players have a chance to roleplay their characters in a normal state before those characters succumb to the effects of despair.

City of Midnight

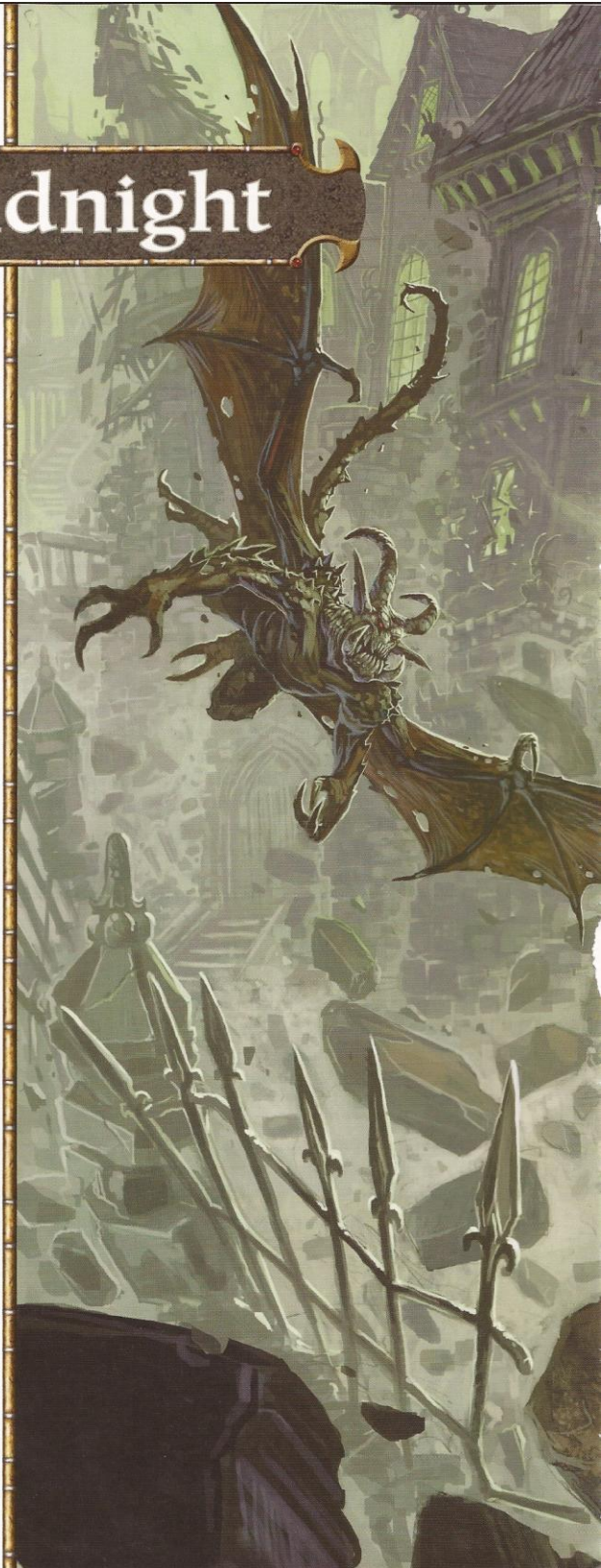
IF THE Shadowfell is an echo of the world seen through a mirror darkly, then Gloomwrought is the reflection of a worldly city seen through that same mirror. But this mirror has been smashed into pieces, then rearranged according to the whims of a lunatic. The city scoffs at natural laws. Down every alley, a new and terrible secret waits to destroy the unsuspecting.

Although the City of Midnight is one of the few strongholds of civilization in the Shadowfell, it is neither a safe settlement nor a pleasant one. The citizens of Gloomwrought come to the city or stay in it for simple reasons, but rarely good ones. To those bold enough to seek power, wealth, and glory in the plane of shadow, Gloomwrought offers a place to do so.

Despite its negative aspects, the City of Midnight attracts immigrants and visitors. For some, the city has always been and always will be home. It is all they know. Such people raise families even in this dark place.

This chapter includes the following sections.

- ◆ **Gloomwrought at a Glance:** An overview of the features and the forces in this ever-changing city.
- ◆ **Factions:** A look at some of the most influential power groups in Gloomwrought.
- ◆ **City Wall:** The first part of the city that visitors see, whether they arrive by land or by sea.
- ◆ **Dust Quarter:** The oldest of Gloomwrought's districts, where most of the nobles make their homes.
- ◆ **Drowned Quarter:** Incoming ships vie for dock space at the many wharfs that line the shore here.
- ◆ **Plaza District:** Goods that arrive in the city find their way to the stores and marketplaces in this area.
- ◆ **Fettered Ward:** This large district is a wild conglomeration of activity, ranging from the festive to the sinister and macabre.
- ◆ **Temple District:** The Raven Queen is far from the only deity who boasts worshipers in the Shadowfell. This district has temples and shrines devoted to a wide range of faiths.
- ◆ **Shattered Isles:** The scars of ruin and poverty mar these islands, once part of Gloomwrought proper until a cataclysm shook the city to its foundations.



BEN WOOTEN



GLOOMWROUGHT AT A GLANCE

Standing alone on a long stretch of desolate shoreline, Gloomwrought is a dirty port with a huge swamp on one side and a sea on the other. Inside its high, encircling wall, the city is a cramped and dismal place. It is a maze of twisting lanes, narrow alleys, and chaotically placed buildings. Everywhere, statues with sinister faces leer out over the streets.

Strange citizens, stripped of color and verve, crowd these thoroughfares. Among them are the inscrutable Keepers, a bizarre race of caretakers found throughout the city. Although the Keepers exhibit no discernible reason for their work, they are thought to be responsible for the upkeep and continued existence of the City of Midnight.

The city is inherently mutable, which is a quality the Keepers seem to use for some advantage. This trait often catches visitors by surprise. Outer gates slide along the wall, and statues and carvings shift from one position to another. Buildings move and change without warning. In one part of the city, a high tower might suddenly crash down into rubble, while in a different district, a row of stone houses could unfurl from the cobbled street.

No one is certain, but the locals believe that a strong-minded inhabitant or group of inhabitants protects a given building from collapse. This belief holds some truth, but it's hard to reckon who or what constitutes this kind of person. A number of injuries and fatalities occur every year due to cave-ins. Occupants who assume their building is safe are often proven wrong, with sometimes fatal results.

Everything about the City of Midnight gives off an ominous air, as if danger always lurks nearby. Most newcomers get the sense that the city is looming overhead like a giant monster ready to snatch up the unwary. If it is possible for a city to have the character of a skulking predator, then Gloomwrought is such a city.

Five Facts about Gloomwrought

All manner of visitors frequent the City of Midnight, but most people in the world never have occasion to visit it. Despite this situation, a few bits of information about the infamous city are widely known.

Lots of Lords: Prince Rolan the Deathless (page 124) ostensibly rules, but the heads of various noble houses and other special interest groups have more influence on the day-to-day activities in the city. Whether religious, military, or mercantile, these leaders are caught up in a constant struggle for dominance. Visitors are wise to avoid this conflict.

Keepers Keeping: A group of mysterious creatures called Keepers tends to the city. Little is known about the creatures' origins or intentions, or whom they serve. They have a powerful connection to Gloomwrought, and the locals treat them with fearful respect.

Changeable Cityscape: The city is like a living entity. Buildings rise, collapse, twist, reshape, and grow with alarming regularity. Most residents attribute these changes to the Keepers, although no one can explain what is actually happening.

Coin Is King: Gloomwrought's markets are vast, full of mysterious and wondrous treasures from afar. Rare, powerful items are bought and sold on a daily basis. A strong black market also thrives here. If an item exists and is for sale, it can probably be found somewhere in the City of Midnight.

Death's Sway: Most citizens tolerate other religions (small shrines to various faiths exist throughout the city), but the Raven Queen is the dominant deity of the Shadowfell and of Gloomwrought. The Raven Queen's main temple is Raven's Eyrie. The Ebony Guard (page 97) of the Eyrie works against all other religions.

Grim Citizens

Inside Gloomwrought, a wide range of creatures walks the claustrophobic streets. Shadowborn, natural mortals who were born in or have adapted to the Shadowfell, make up most of the population. Predominant among the populace are the shadow creatures known as shadar-kai. The citizenry also includes revenants—a race of creatures that are partly living and partly undead—and even stranger beings, such as travelers from other planes.

Most of the city's citizens are descended from visitors who, for one reason or another, found that they were unable to leave the City of Midnight. More than a few common folk claim descent from a noble exiled to Gloomwrought or a famous captain once marooned in the city. Such history, no matter how illustrious, carries little weight. In Gloomwrought, one must earn a place or come with a reputation already earned.

Heritage aside, citizens here suffer from the long-term draining effects of living in the Shadowfell. Everyone who stays for more than a few weeks seems somehow faded, washed out like a weathered cloak. Outside the pleasure dens of the Fettered Ward, laughter comes weakly and sporadically. Most who live in the city behave as if they can barely go on, looking only a little livelier than the ghosts that occasionally wander the streets. A visitor fresh from another plane is easy to identify by his or her vitality, which contrasts harshly with the manner and appearance of the city's longtime inhabitants.

Hundreds of those living in the city are barely able to scrape together enough coins to buy food on a regular basis. Desperate inhabitants turn to crime, and robbery is common. Even in the guarded streets of the noble districts, roving gangs of muggers wait to prey on those who lack proper defenses. Such ruffians kill indiscriminately, since leaving witnesses could result in capture and death.

No matter where in the city someone goes, it is prudent to remain on guard. Hiring personal protection from groups such as the Crimson Sashes is normal. It is more common to see a small band of mercenaries protecting a visitor than it is to see an unarmed guide showing a newcomer the sights.

Changeable Districts

Over the centuries of its existence, Gloomwrought has, without the aid of its citizens, expanded and broken up into several major districts. Although these areas are indisputably part of the same city, each district has a distinct character. A district's qualities coincide with the people and purpose of that locality. Mansions of the Dust Quarter are ostentatious structures that have ornate columns, statues, and balconies decorating them. Houses of worship, cloisters, and mausoleums line streets in the Temple District.

Locals usually can't recall whether they found a district that suited them or whether the city reshaped itself to include them. The city remains mutable and unpredictable. The only real constant in Gloomwrought is the people living there.

Trade Ties

Shadow crossings (page 7) make transit across the Shadowfell's boundary simple compared to a journey to a place such as the Elemental Chaos. The relative ease of travel makes the Shadowfell, and Gloomwrought in particular, a major meeting point for diplomats and merchants. Scores of traders come to the city to off-load and exchange goods. Their merchandise, mundane and exotic, floods the marketplaces each day. Travelers of every description come to the city to purchase items that can be found only in the Shadowfell. Envoys from other planes also come to the city to secure trade for their masters. One might witness a necromancer, with undead servants in tow, trying to outbid a githzerai mage for some rare reagent.

Shrewd power brokers keep a sharp watch on products that pass through the city, since treasures from far-flung locales often come to Gloomwrought. Almost anything can be bought within the bazaars. Laws aren't explicit or strongly enforced in Gloomwrought, so few items are considered contraband.

Although the city authorities view an influx of buyers and sellers as a good thing, strange creatures and their incompatible beliefs can cause stress for residents. In a city where morals are lax and law enforcement is apathetic, it's common for clashes to occur. Sometimes small brawls incite rioting and bloodshed, which lasts until the Deathless Watch (page 94), the city's constable force, eventually intervenes.

Faction Struggles

The City of Midnight has been a second home to important persons throughout its history. Ambassadors and adventurers come to Gloomwrought to learn, trade,

and compete. Inevitably, the mighty and the influential become embroiled in the power struggles that run rampant through the city. Gloomwrought's factions are always on the lookout for strong allies or hapless scapegoats. Visiting luminaries quickly find competing groups trying to acquire promises and loyalties.

Those who entertain the overtures of multiple factions walk a dangerous path. A visitor might enjoy amenities and favors from new allies, but the more friends one has, the more enemies he or she has as well. Quite a few ignorant guests in Gloomwrought have died because they accepted the wrong gift or invitation.

Individuals must adapt quickly to survive a prolonged stay in the city. In short order, clever people can become power players, spinning schemes to secure a measure of authority. Some visitors to the city choose to become permanent residents, establishing an organization or making a bid for control over an area. More than one merchant house was started in just such a way, its creators blending subterfuge and ruthlessness with keen political expertise in order to endure and thrive.

The Sights of Gloomwrought

The City of Midnight is a dreary, congested place, full of ragged and weary people. Streets here form a labyrinth of constricted corridors, steep stairs, and slender footbridges. Canals cut erratically through the city, carrying black water out into the harbor. Gloomwrought's

THE SEVER

The most serious threat to Prince Rolan's rule over Gloomwrought came several decades ago when a group of dissatisfied noble houses plotted to overthrow the prince. When one of those rebel houses switched sides and revealed to Rolan the impending insurrection, the prince immediately brought his forces to bear against the others.

Just as the two sides began to clash in the streets, a cataclysmic upheaval struck the southern portion of the city where most of the rebelling nobles lived. The entire area was devastated, and its occupants fled for their lives. Parts of Gloomwrought were ripped away from the mainland and ended up as the cluster of landmasses known today as the Shattered Isles. Fighting between the nobles and the prince's soldiers continued sporadically for a short time thereafter, but for all intents and purposes the rebellion was over before it had scarcely begun.

Citizens of the city call this event the Sever—a term that refers to the cataclysm itself and, in a slightly broader sense, the entirety of the short-lived rebellion.

No one alive in Gloomwrought today knows for certain how the cataclysm was brought about or who was responsible for it (with the possible exception of Rolan, and he's not telling).

fortifications seem less like protective barriers and more like prison walls.

Narrow lanes wind unpredictably alongside or through buildings. In most districts, structures pile atop or lean against one another. Wicked towers stab upward out of jumbled heaps of smaller edifices. All the buildings are twisted constructions of black stone that seem ready to tumble over at any moment. The weary creak of settling buildings brings to mind the groans of giant beasts. New structures rise, and old buildings sink to the sounds of rumbling and unnatural wailing.

The city is stifling, as if the walls are actively oppressive. The only reliable space is found upward, atop the crooked buildings. Even on high, structures sag and lean, looming like hungry monsters. Bizarre and unnatural motifs—interwoven limbs, screaming faces, and headless bodies—appear on nearly every surface. Statues of twisted creatures, each one's lifelike face

contorted into a rigid sneer or a sinister grin, perch on eaves and along walls. Every statue's eyes seem to follow pedestrians as they pass below.

Gloomwrought's Districts

Six major districts make up Gloomwrought. They share traits with the larger city, but each one also has distinct characteristics. Brief descriptions of the districts follow, along with a few key concepts to have in mind when describing them.

Dust Quarter: Home to Prince Rolan and Gloomwrought's wealthiest noble houses, the Dust Quarter is a stagnant, cheerless place. Houses are extravagant, but the opulence feels soulless or mournful. It's as if the buildings are little better than glorified crypts. Those who live here are certainly cold-blooded enough to dwell in tombs.

Drowned Quarter: This teeming waterfront district has an undercurrent of nastiness that is less obvious than the slime on the harbor walls. Life in the Drowned Quarter is desperate and cutthroat. It turns occupants into coiled springs, ready to attack at the slightest provocation.

Plaza District: Gloomwrought's center of trade and home to its main marketplace, the Plaza District contains people possessed of an animal greed that colors their actions. They initially give an open and inviting impression to newcomers, but strained friendliness and overly flattering speech barely mask their avarice and corruption.

Temple District: Raven's Eyrie dominates the Temple District like a brooding dragon. Despite the spirituality here, the quarter has an air of hollowness

BRINGING THE CITY TO LIFE

When you run a game set in the City of Midnight, how you describe the locations and people is just as important as careful encounter design. Gloomwrought is a shadowy place full of intrigue, mystery, and danger. Any scenario set here should carry a faint hint of growing dread. Before the characters leave, the players should feel as though the City of Midnight has as much character and distinctiveness as any individual within it.

Evocatively describing the city goes a long way toward creating the desired atmosphere of tension. To characters walking the streets, Gloomwrought feels like a hungry, living being, watching and waiting for signs of weakness. Buildings loom at severe and precarious angles. Potholes suck at passing feet. Shadows threaten to disgorge nameless horrors. Malformed decorations cover the architecture. When viewed out of the corner of one's eye, these ornaments appear to grab or slash at those who come near them.

Use active voice when describing scenes and hazards, as if the city were taking actions. Describe the details with care. Once you're sure that players understand the common features of the Shadowfell and Gloomwrought, avoid mundane details such as the fact that it's dark. You can rely on each player's imagination to add darkness to the scene.

Focus your brief narrative, instead, on that which is most unexpected and most troubling. Instead of describing the black stone of a tower, you can focus on the windows carved like faces frozen in agony, a portcullis made up of interlinking iron arms, and the hint of screams on the breeze when the characters aren't watching the windows. Details such as these help bring your descriptions to life, making your portrayal of the city more memorable to the players.

BLACK MARKET

Most cities have a black market, but in Gloomwrought, it operates openly. So little risk is involved in skirting the authorities and the modest tariffs that entire trade empires could be run off the books. Constant jockeying for profit and prestige keeps the merchant houses mostly aboveboard. Still, affiliates of every noble family run some black-market operations, keeping their unsavory merchandise out of the public eye. Black-market wares include dangerous weapons or devices, stolen goods, poisons and harmful drugs, and illicit magic items.

Black-market merchants who have connections with nobility can stake out stalls in the City Market, rather than being relegated to Midnight Market (page 62). The chaotic nature of the City Market's environment helps those merchants go mostly unnoticed except by their contacts. An unlucky outsider who wanders down the wrong aisle or attempts to buy from the wrong person might end up at the bottom of the harbor. Street-savvy characters can spot black-market stalls to attack, avoid, or patronize.

and menace. It's as if the rituals have no heart, and everyone here is looking for a reason to be offended.

Fettered Ward: The Fettered Ward is the entertainment district of the City of Midnight, and it contains a larger number of aggressive citizens than even the Drowned Quarter. The pursuit of sensation is performed with a fervor and a callousness that can take kindhearted newcomers aback.

Shattered Isles: These island slums of Gloomwrought's harbor, also called the Ghost Quarter, are plagued with hopelessness. A pervasive feeling of inevitable decay and unavoidable failure weighs on those living here.

People of the City

Just as important as the trappings of a city are the people who inhabit it. A motley group, the occupants of Gloomwrought come to or stay in the city for any number of reasons. Some seek fortune in the markets, others glory in gladiatorial games, but all rely on the City of Midnight for the protection it offers from the wilds of the Shadowfell.

No matter their motivations for dwelling in the city, inhabitants suffer from the Shadowfell's influence. To the folk of the world, Gloomwrought's citizens are a baffling mix of extremes. These people have a few characteristics in common, each of which is touched on below.

Dark Features: Folk of the Shadowfell carry the taint of long years in a realm that continually drains the body and the soul. Complexions become pale, gray, or darker. Expressions tend toward the grim, and it's common to see a faraway look of gloomy contemplation on people's faces. It is as though the inhabitants of Gloomwrought project an aura of dreariness, suited to the melancholy shadows of their homeland. They become faded echoes of their former or potential selves, leeched of life and vibrance.

Morose Behavior: Shadowfell natives react slowly, stare vacantly, and speak darkly. Travelers to the Shadowfell remember the odd way natives treat one another, with outbursts of strong and negative emotion punctuating periods of general sullenness. Shadowborn (page 9) are slow to trust and quick to assume the worst. Without exception, they are moody, tending toward grumpiness, sadness, and bleakness. To natives of the world, the presence of a shadowborn person is a drain on light-hearted moments.

For some Shadowfell residents, the plane magnifies a negative personality trait such as rage, materialism, hate, or pride, instead of instilling a weary sense of depression. These individuals are more effective than the disheartened masses. Ready and willing to take control of their fellow citizens, such people use their amplified aspects to rise to positions of power and authority.

Creatures that dwell in the Shadowfell must find constant stimulation for their minds and bodies or risk becoming lifeless husks. For shadar-kai, the danger is especially great, for generations spent living in the Shadowfell have forced them to adopt ever more dramatic forms of stimulation. Travelers do well to heed the lessons the shadar-kai learned long ago, lest the visitors' souls pass away and their bodies wither.

Thrill Seeking: The shadar-kai learned long ago that the secret to survival in the Shadowfell is passion or, some might say, mania. Reveling in intense or novel experiences allows natives to live longer in the Shadowfell's gloom. Pleasure and pain are obvious avenues for intensifying life. So is any other extreme experience. Some folks obsessively collect exotic items, constantly keeping an eye out for missing pieces to pick up. Others argue or fight for the sake of fiery conflict.

Acceptance of Death: Creatures die, and the Shadowfell is a perfect encapsulation of that truth. Shadar-kai accept the inevitability of death, as do the shadowborn to varying extents. Loss of life never surprises Shadowfell natives. It can be chilling for a visitor from the world to witness how calmly such people face death and deal with its finality.



CHAPTER 2 | City of Midnight

FACTIONS

Gloomwrought has its share of powerful individuals, but none are so strong or secure that they can remain high in status without the support of the factions they lead or form alliances with.

Some of the more prominent factions in the city are detailed in this section. Each of them is woven into the political, social, and economic tapestry that is the City of Midnight.

Crimson Sashes

Balaren (page 115), a tiefling warrior and a natural leader, founded the Crimson Sashes as an expert party of mercenary adventurers. Years ago, Balaren and his companions helped defend Gloomwrought from an assault. Fighting atop the outer walls, Balaren landed the killing blow on the invaders' champion, a giant named Bone-splitter, causing the enemy army to break ranks. Balaren's victory gained him prestige within the city and, perhaps more important, cachet with Prince Rolan.

The entrenched nobility consider him to be something of an upstart, but Balaren was quick to secure his position in the city. Seeing a need for a force of capable warriors, Balaren hired his adventuring companions and convinced them to stay with him in the City of Midnight as part of a larger mercenary force. Balaren presented each one with a red sash to mark membership in the new company.

Since that day, dozens of mercenary warriors and mages have joined the Crimson Sashes. Those who wish to sign up must endure a probationary period. Once a new hire proves worthy, he or she receives a red sash and full membership in the company.

Balaren sells his employees' services as bodyguards, security experts, and problem solvers. True soldiers for hire, the members of the Crimson Sashes have few principles that money can't buy. They have been publicly involved in private wars and vengeance killings, as well as assassinations. Among the city's elite, hiring the Crimson Sashes carries with it a degree of prestige. One or more of these mercenaries can be found serving in all prominent noble houses. Crimson Sashes



members also attend the most important events that Gloomwrought can boast, as guests and as guardians.

It is rare to see the entire company together. A merchant lord might have two or three Crimson Sashes to act as leaders and advisors to a squad of lesser soldiers. A patron might hire a larger group of the mercenaries to help provide security for a significant private occasion. The richest nobles have been known to engage an entire five-member strike force, including even Balaren and his original adventuring party.

The original members of the Crimson Sashes are still the best that the company has to offer. They are among the greatest warriors within Gloomwrought. Prince Rolan keeps these charter members on retainer to assist him in difficult or sensitive missions. Balaren is one of the few residents of the city who can successfully petition Rolan for an audience at any time.

In addition to being an accomplished combatant, Balaren is a cunning businessperson. Rich people visiting Gloomwrought promptly receive a bid for security work from the Crimson Sashes upon their arrival in the city. The proposal spells out the dangers of the city and the skills of the Crimson Sashes' specialists. A staged fight isn't out of the question if Balaren thinks a demonstration is needed. Some might view these tactics as a form of intimidation, but Balaren assures critics that he has every visitor's best interests in mind.

The Hooded Lantern

Even in the darkest places dwell those who seek the light. The Hooded Lantern is a group of such people, worshipers of Pelor who have shrines across the city. Following the edict of their deity, the members of the sect bring Pelor's light into the Shadowfell, the darkest of places. Most of the cultists post a lighted iron lantern above the doors to their homes to proclaim their religion.

The faction has a simple desire: Pelor's worship should be as prevalent in the city as that of the Raven Queen. Critics of Pelor point out that the sun is a wan, sickly star in the Shadowfell's sky, suggesting that the deity holds little power. To the Hooded Lantern's members, the presence of the sun in the realm of shadows is a testament to Pelor's might. In their minds, no shadows can exist without light.



Gloomwrought's average citizens view the cult as an unusual but helpful group. Devotees of the Sun Father open their doors to any who heed or want to hear Pelor's message. The cultists emulate Pelor's strength by combating evil where it hides, and they demonstrate his mercy by healing those in need.

The city's poorest inhabitants make good use of the sect's shrines. The desperate participate in ceremonies and the singing of hymns to receive whatever they need in return. Those who gain much from the cultists' kindness sometimes even come to revere Pelor.

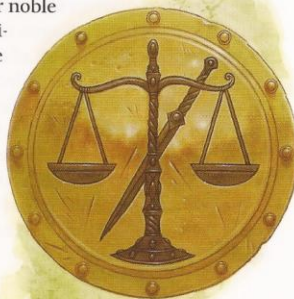
Those who take issue with the Hooded Lantern's presence in Gloomwrought are in the minority, but a few want nothing less than the faction's eradication. Undead citizens, some of whom have faced Pelor's worshippers in battle, distrust the sect. The Ebony Guard (page 97) of Raven's Eyrie strives to drive all other gods from the City of Midnight, including Pelor. Worshipers of Vecna from the House of the Eye (see below) work subtly against the Hooded Lantern at every opportunity.

In the cloistered halls of their larger shrines, the cultists hold services that they dare not share even with Pelor's disciples from elsewhere. The cult secretly believes that Pelor and the Raven Queen are two halves of a pair, two sides of one shining and dark disk. Through hidden rituals, these cultists seek to bind the two gods in an eternal union of life and death. It is from these secret beliefs that the faction takes its name—the hooded lantern is equal parts light and darkness.

House Harskel

Although the Harskel family's original members were mere upstarts compared to those among established houses, it has been the leading merchant house of Gloomwrought for the past few generations. Numerous foes have tried to unseat the Harskels from their position of power. The house has maintained its superiority through cunning and deceit, as well as at the points of mercenaries' swords. Some say that although Prince Rolan owns the City of Midnight in name, the Harskels own it in spirit.

To swell the ranks of the family to compete with the older noble houses, the Harskels instituted an unusual practice in the early days of the family's ascendancy. House Harskel goes out of its way to adopt new members, particularly from among nonhumans. This practice increases the family's numbers, and it grants the house the skills and the perspectives of disparate peoples.



Today, the house's membership includes individuals from several races. At its core, however, House Harskel has always centered on the human family from which the house takes its name. The infamous Dedrek Harskel (page 116) continues that legacy, overseeing the house's activities from Harskel Acropolis (page 22).

Most of the other merchant houses chafe at the Harskel family's success, and they refuse to deal directly with the Harskels. To work around this problem, House Harskel makes use of its allies, hirelings, and associates. Foremost among these partners is House Treyvan, which has established a fragile and secret relationship with the Harskels. House Harskel shares a portion of its enormous profits, and House Treyvan's members take pleasure in helping the Harskels undermine the other houses. If anyone made this pact public knowledge, that revelation might mean trouble for both houses.

Contrary to seditious back-alley gossip, the Harskel family has repeatedly aligned its strength with that of Prince Rolan. The house's vast private army has fought alongside the Prince's Guard and the Deathless Watch (page 94), repelling attackers at Gloomwrought's wall and in the city's harbor. At any time, three of the house's scions serve in the Prince's Guard, having sworn fealty to Rolan. This permanent service assures the continuation of the alliance between Prince Rolan and House Harskel.

This relationship with Rolan means little to the common citizens of Gloomwrought. A city resident could go an entire lifetime without encountering Rolan and his personal guards. On the other hand, one can scarcely go a day without dealing with the Harskels in some way. In addition to the commercial power the family displays at Harskel's Emporium (page 39), the house employs scores of clandestine merchants who deal in goods that the Harskels publicly condemn. Thousands of Gloomwrought's natives work daily to further Harskel's interests, though most don't know it. From the brightest public plazas to the darkest black-market stalls, House Harskel has its fingers on every thread of the city's economy.

House of the Eye

Dozens of factions operate in Gloomwrought, each one's members squealing that their group is greater or more legitimate than the others. These loyalists squabble, fight, and die, never knowing that they might be no more than pawns in an insidious game. At one time or another, every faction is a playing piece that the House of the Eye, a secret society of Vecna-worshipping nobles and traders, patiently manipulates for a sinister purpose.

The House of the Eye lurks just beneath the city's surface, pulling strings on behalf of its baleful lord. With affiliates entrenched in merchant houses, temple hierarchies, faction establishments, and government offices, the House of the Eye works to increase Vecna's

power within the City of Midnight. The group's ultimate goal is to undermine the current social order and set up Vecna as the highest power within the city.

These cultists are unafraid of bloodying their hands to increase their influence. When they face someone who refuses to bend to their will, they hire assassins or use foul magic to deal with the problem. Such attacks are public and showy, a dissident's torturous death serving as a warning to any who dare to oppose Vecna or think to escape the deity's reach.

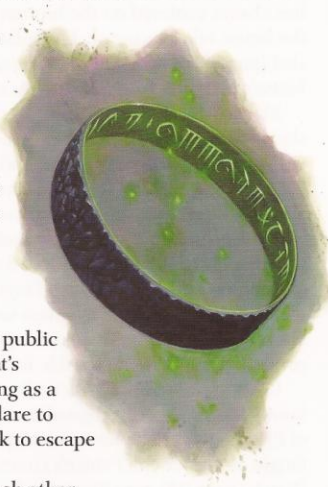
Cultists identify each other by the intricately carved onyx ring that each member wears on his or her thumb. Each ring has a magical resonance with its wearer that is difficult to falsify. Encoded phrases carved inside his or her ring indicate the member's rank, which determines how much he or she knows about various schemes.

House of the Eye cultists value their religion above family, station, and wealth. Each is willing to die before revealing the cult's secrets. Its members maintain false rivalries with one another, ensuring that no one outside the group is able to connect them. To further preserve their privacy, members use an ancient form of sign language that allows them to communicate discreetly, even in the most crowded market.

On rare occasions, the entire cult meets. These clandestine gatherings are held in a different place each time, and the locations are determined at the last minute. In dark basements, atop ruined towers, and even on the decks of derelict ships, House of the Eye cultists convene to share information about the state of the cult, to trade secrets of power, to perform wicked rites, and to renew their vows to Vecna.

Only the founder of the order is permitted to be absent from these moots. In his or her stead, an agent of the Veiled League (see below) delivers edicts to other leading cultists. The founder takes this precaution to safeguard his or her identity. Among the other cultists, rumors abound about this figure's nature. Some insist that the leader is the head of a powerful house. Others hope that a mighty lich or angel of secrets commands them. It's unlikely that even the well-informed Veiled League knows the truth.

The characters might come into conflict with the House of the Eye in the skill challenge **To Catch a Thief**, on page 10 of the *Encounter Book*.



Veiled League

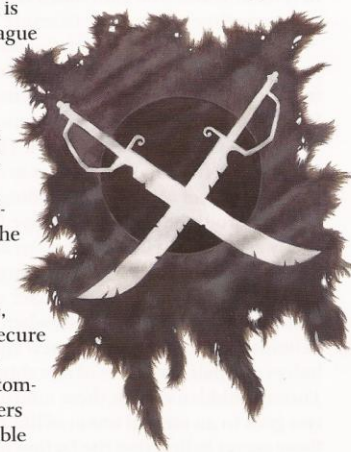
The Veiled League operates the majority of illicit enterprises within Gloomwrought. It also runs the city's central edifice of self-indulgence, the House of Sterling (page 37). This business puts the organization in a unique position within the city. Even the cautious might allow information to slip when in an altered state of mind or in the arms of a paramour. Amid the ever-changing alliances and hostilities of Gloomwrought's factions, knowledge is vital. The Veiled League openly brokers, transmits, and protects such facts.

The organization claims to be neutral in Gloomwrought's politics. It's not difficult to learn about the group's operations. The Veiled League acquires knowledge, and it ensures the secure delivery of sensitive information for customers. Any lore it gathers is supposedly available to the highest bidder.

Although the League prefers to curry favor rather than merely garner funds, it occasionally engages in extortion. It relies on its popularity with common citizens and powerful individuals to avoid or minimize retaliation for its unsavory actions.

Certain members of the Veiled League fill a distinctive role. For a fee, they deliver information, packages, and correspondence, taken from the Roost of the Monger (page 44) to anywhere in the city. They can also act as intermediaries, performing services such as passing terms between warring factions, conducting hostage transfers, and holding money or goods in escrow for high-value exchanges. Gloomwrought's most paranoid patrons can remain hidden safely away by hiring Veiled League representatives to deliver their orders to hirelings. In this capacity, league members might interact with adventurers on behalf of a mysterious employer.

Some members of the Veiled League wear a raven-and-scroll symbol that identifies them as messengers, letting them pass through much of the city without being questioned by guards. Every league member swears to take no side in Gloomwrought's political conflicts on pain of death, so most of the city's influential factions consider the Veiled League to be an ally (or at least not an enemy).



Other factions know that the league protects its members as aggressively as it defends its reputation and property. When threatened, a member reminds an assailant that an attack on an individual of the Veiled League represents an attack on the entire organization. If an attacker persists, the agent makes a fighting retreat, attempting to throw off pursuers and escape to the nearest Veiled League establishment.

Those who draw the organization's ire are more often the targets of smear campaigns than violent retaliation. The group has responded to larger problems by denying the city its services until the culprits are delivered to the Roost of the Monger. Few of these fugitives escape league custody for more than a week. Those delivered to the Roost of the Monger are rarely seen again.

Still, the league has its enemies. Those on the losing end of an information deal inevitably question the group's impartiality. Others want to overthrow the Veiled League, hoping to rake in profit by replacing the faction.

The League governs itself through an advisory board called the Veiled Council, made up of influential members. A mysterious entity known as the Monger stands at the head of the Veiled League. Although the Monger is rumored to be a humanoid, few know more than that about this figure. Some think the Monger is an imaginary being invented to conceal the group's true leadership or a title that has been given to multiple individuals over time.

The truth is that the Monger is an elder black dragon named Ushawabti. Able to assume any humanoid form, she enjoys the variety of experiences the league offers and the air of mystery that surrounds her. She revels in the fact that she and her group are so important in Gloomwrought.



THE CITY WALL

A black outer wall closes Gloomwrought off from a foul marsh. The barrier has the look of skin stretched tight over rocklike flesh decorated with carvings of limbs and faces. Unlike normal carvings, the limbs twitch and the faces cackle and howl.

Gloomwrought's outer fortification separates the city from the Skins, the noxious marsh that isolates and protects the city (see the sidebar). The wall is malleable, just like much of the city, and its black stones have expanded and multiplied to keep pace with the city's expansion.

The wall also serves to shield Gloomwrought from the body of dark water, known as the Stormy Sea, that extends away from the city to the south and east. Lanterns that give off a somber green glow are hung on posts outside the wall. These lights keep the monsters of the Skins from coming close and help incoming ships find their way through the seaward wall.

Portions of the wall appear to writhe, giving viewers the impression that it senses what goes on around it. Faces like those of demons and gargoyles peer out from it, turning to watch passersby, then sneering or leering before retreating back into the stone.

The only parts of the wall that do not shift are the areas around the gates. Each gate is an opening in an enormous sculpture that resembles a skull with jaws agape. Spaced along the inside of the wall adjacent to the gates are guardhouses. A contingent of the Deathless Watch stands on duty at each one. Officially, these guards are here to register anyone entering or exiting the city, but actual enforcement is uncommon for typical travelers. The officers on duty are more likely to take a few coins than a name. Despite their evident disinterest, the guards are, in a way, vigilant. Those passing through a gate are given a chance to sign a ledger, registering their presence in the city, and the guards record in coded notebooks descriptions of those who refuse. They operate under the authority of the captains of the Watch, the shadar-kai twins Anri and Zera (page 94).

The Watch maintains five station houses throughout the city—one in each district except the Shattered Isles. Anri and Zera are usually at one of the stations, most commonly the one in the Dust Quarter.

THE SKINS

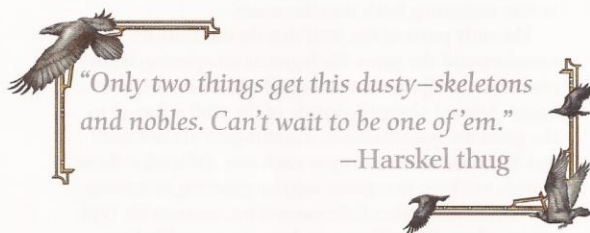
Gloomwrought is surrounded on its landward sides by the Skins, a morass of decaying vegetation and perilous marshland. Few visitors to the city take a route through the Skins, and those who do usually hire a ferry for the crossing. If the adventurers are forced to cross the Skins, they might encounter some of the creatures that lurk there, as presented in *Terrors in the Skins* on page 6 of the *Encounter Book*.

DUST QUARTER

In the center of Gloomwrought is the oldest part of the city. The Dust Quarter takes its name from the fine layer of dirty residue that covers all the ancient buildings and cramped streets. The dust can be stirred up and cleared away, but it always returns. It is as though the area attracts the powder, or the particles emerge from the stones while nobody is looking.

Affluence infuses this district, where the wealthy dwell in great mansions and keeps. A tangible sense of age fills the quarter. The district's architecture has evolved to reflect the personalities and lifestyles of the people living there, causing many buildings to become tall and ostentatious. Among these structures, the palace of Prince Rolan the Deathless is the oldest and grandest building.

In the Dust Quarter, a depressing and uneasy atmosphere mimics the pervasive hollow feeling of the greater Shadowfell. Streets are almost always empty except for a few quickly moving servants or stoic guards. Few of the nobles venture outside their fabulous strongholds.



Inhabitants of the Dust Quarter tend to be set in their ways. Most nobles here have lost a significant portion of the wealth and land that gave them their status. They constantly look for ways to establish good fortune again, without compromising their dignity or honor. Appearances and traditions are important here, in a moribund way. Innovation is met with suspicion or outright disdain.

In part, the aristocrats of the Dust Quarter are the reason Prince Rolan has kept power for so long, since none but the eldest among them have known another ruler. Even more so than most natives of the Shadowfell, the nobles of the City of Midnight treat newcomers with cold distrust, assuming that such knaves and ruffians intend only to steal riches and power, or to besmirch upright reputations. Winning a noble over is no easy task. Visitors who can appeal to the nobility's perverse sense of tradition and honor might be able to gain well-connected allies in the Dust Quarter.

Of all the districts of Gloomwrought, the Dust Quarter changes the least in the city's constant evolution. As long as it is occupied (whether the occupant is living or undead), a building in this part of the city might remain

much the same for decades. A noble family might dwell in its manor house, day in and day out, for years on end, making the district seem all but eternal. Some families end up wasting away in their great halls until every member dies or fades into gloom. The only sign that this fate has befallen a particular household might be the deterioration of a mansion from without, or its sudden collapse as it finally succumbs to the city's reshaping.

1: Harskel Acropolis

Like a small city unto itself, the Harskel family's compound sprawls at the edge of the Dust Quarter. Here, agents and employees bring information to the Harskels from every corner of Gloomwrought and beyond.

Harskel Acropolis is a testament to the power of the Harskel family. The Harskels have inhabited the City of Midnight for far fewer years than families such as the Treyvans and the Carradhs, but in many ways, House Harskel is the prevailing noble house in Gloomwrought. Forced to stake out territory on the edge of the Dust Quarter in the house's early days, the Harskels built their sprawling estate closer to Gloomwrought's docks than those of their peers. Because of this location, the Harskels have their pick of incoming cargo and a freedom of movement that few other noble families enjoy.

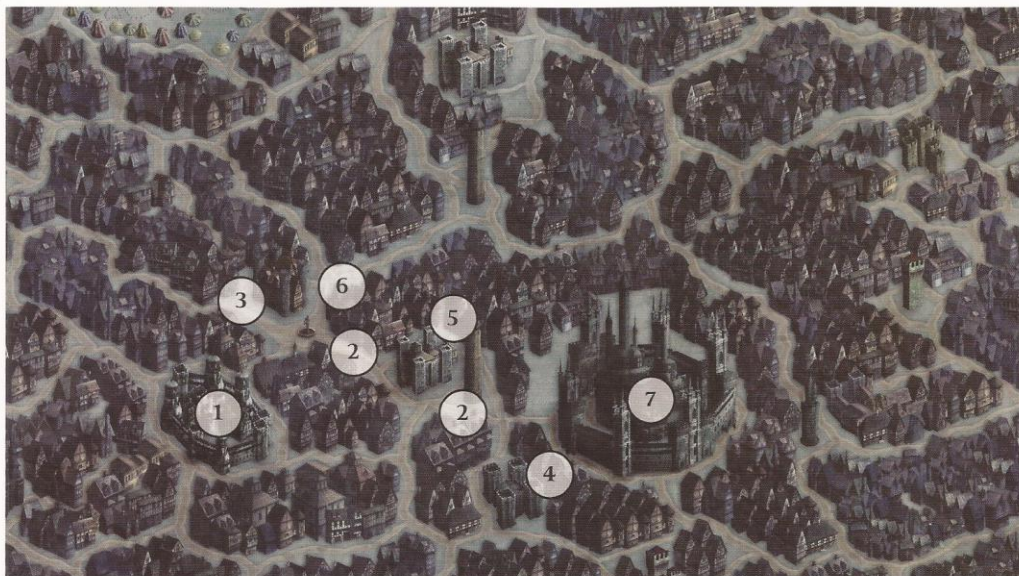
To guests, the Harskel estate feels like a city within the city, with dozens of buildings containing myriad rooms. The walls are fashioned from black marble topped with wrought iron accents, and statues support the barrier at every corner. Smaller structures form an inner wall, and constricted alleys provide easily defensible approaches to important buildings.

Mercenary soldiers guard each of the narrow causeways that offer access to the acropolis's central structures. These guards are under strict orders to

WHENCE THE DUST?

The dust that gives this area of Gloomwrought its name is so pervasive that, in retrospect, the Dust Quarter could not have been called anything else. The dry, powdery stuff clings unnaturally to surfaces. When disturbed, it tends to settle back quickly, so it is rarely carried (by the wind or some other conveyance) into the surrounding districts. The thickness of the dust tapers off near the perimeter of the quarter.

Most inhabitants of the city believe the dust is a feature hearkening back to the earliest days of the city. As in the rest of Gloomwrought, the Dust Quarter seems to reflect its inhabitants. Most people attribute the dust to the stodginess of the nobles and merchants living there. The dust always comes back, despite efforts to clean it up.



allow passage only to those who accompany a Harskel family member. Exceptions are made for agents of the Veiled League, but even these independent callers must consent to a thorough search before gaining access to the stronghold.

Seven major buildings stand within the acropolis, each a masterful structure crawling with black ivy. The most important is the Iron Hearth, the family head's sprawling seven-story mansion built from black marble chased in iron. At the manor's heart is the council chamber of the Harskel family, an open auditorium with a giant iron brazier at its center. When the family meets, the brazier is lit, and its flame illuminates the interior of the entire mansion. It is from this magical fire container that the building takes its name.

Prince Rolan's palace is easily visible from the Iron Hearth. Dedrek Harskel, current lord of the family, can contemplate Gloomwrought's throne and leader from the manor's high balconies. Dedrek's trusted advisors stay close hand, living in the building's lavish rooms. Atop the Iron Hearth is a massive iron bell, its unique ring used only to summon every Harskel family employee from across Gloomwrought. If the Harskels are ever in need, they can use the bell to command hundreds to come and help defend the acropolis.

Second to the Iron Hearth is the Hall of Ledgers. This spire contains the records of House Harskel transactions. Stowed on shelves in a complex organization, thousands of pages hold accounts of every coin anyone ever owed the Harskels. These records allow the family to pursue unpaid debts for generations, and some say the Harskels rest in such pursuit only if every copper is collected.

The Vunnars, a family of shadowborn dwarves, attend these ledgers. Their alliance with and membership in House Harskel stretches back to the time before the noble house was a force in Gloomwrought. Serving as accountants and guardians, the dwarves stand ready to defend the records. Anyone who attacks the spire can hope to gain little, because the Vunnars know how to initiate a ritual that erases the records if defeat seems imminent. (The Vunnars have a backup copy of all this information in a secret vault elsewhere in the city.)

Most of the other buildings within the acropolis house lesser family members, servants, guests, or potential allies. All these structures have hidden scrying devices that allow Dedrek or his aides to spy without leaving the Iron Hearth.

Cooking the Books (Hook): Rorgan, the head of the Vunnar family, has discovered account discrepancies that go back several years. Although some debts were marked as paid, they turned out, upon investigation, to be unresolved by a large amount. This means someone among the Vunnars is either embezzling funds or forgiving unpaid liabilities. It's Rorgan's duty to handle such matters. He offers a considerable reward to outsiders who can handle the investigation discreetly and, if possible resolve the debt. What might Rorgan do when he finds out his daughter, Astryd, is the guilty party, and that she has been funneling funds to aid the House of the Eye?

Extraction (Hook): The Harskels are holding a captive or captives from another faction. That faction needs the prisoners released or eliminated. Through the Veiled League, the characters receive a message about this potential job. If they take it, they have to invade the acropolis through guile or arms. Failing to

accept the task might put them on someone's hit list. Further, the whole mission could be a ruse to harm the characters and the Harskels, or to allow Dedrek to test the capabilities of potential employees.

Under the Acropolis (Hook): In the Iron Hearth, Dedrek Harskel or one of his family members discovered a secret door that leads to a previously unexplored section of the Acropolis. No one who now lives knows anything about this area. Unwilling to risk himself or his employees, Dedrek hires the characters to explore the dungeon. The characters are to report what they find, as well as if the subterranean chambers grant unwelcome access to the acropolis from the Undercity (page 56). Could an old enemy abide within, or is this dungeon far older than the Harskel demesne?

2: Avenue of Gleaming Gems

Buildings along this stretch of maroon road, which is studded with red gemstones, look as though morbid artists designed them with no concern for expense. These towers and keeps exude a sense of age and staid propriety.

Aside from Prince Rolan's palace, this avenue contains the most riches in the Dust Quarter. That wealth is not to be found in the fat jewels embedded in the lane, a broad thoroughfare of sculpted red-black stone. During the Shadowfell's night, the street's gems glow, bathing the area in crimson radiance. Size and inherent magic might make each crystal appear to be worth a fortune,

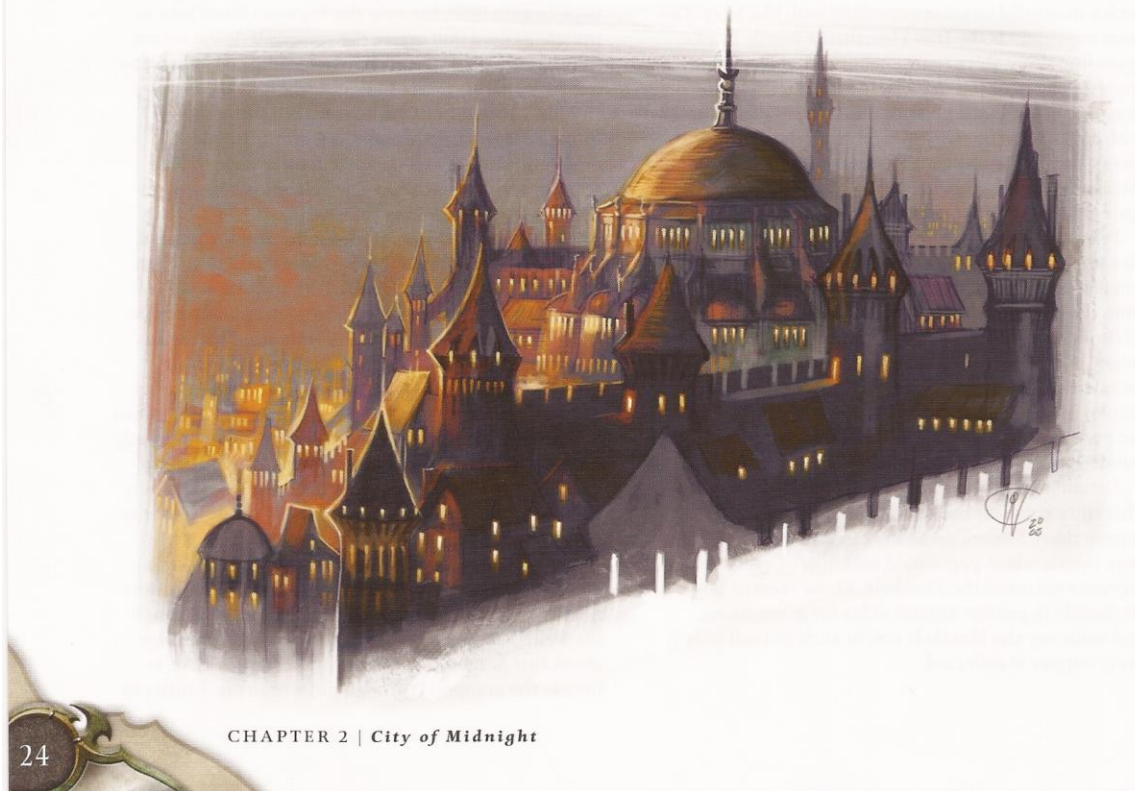
but extracting a jewel is a futile task. The removed gemstone quickly turns to dust, and the road bleeds red fluid into the empty socket. Soon, another jewel firms up like a luminous scab.

The wealth of the Avenue of Gleaming Gems is instead stored within the manors here. Every hall is a fortress. Most house scores of guards, servants, and other attendants. Each army of lackeys waits upon the needs of no more than a couple dozen nobles.

Lords and ladies who dwell in these houses take immense pride in their worldly goods and authority, and lesser houses of Gloomwrought regularly ply them with requests for patronage or alliance. Were they not so infamously fractious, these families could rule the city. Instead, each wars against the others. The color of the avenue and its jewels is said to come from the abundant blood that paints the surface when house soldiers clash. When a gem is removed, the street's bleeding is seen as further proof of this superstition.

Only the aristocrats of the Avenue of Gleaming Gems know the reasons for which they constantly battle. No house thinks itself the wealthiest or the most prestigious, and each family bears grudges against most of the others. The actual causes for some of these vendettas have certainly faded from memory. Nevertheless, each house maintains a military force and potent protective wards to keep out intruders.

Despite appearances, the families who live along the avenue are not all as affluent as they might seem. They



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dwelling in domiciles of fantastic value, but a few have expended all their wealth over years of mutually destructive conflict. The fortunate ones live on investments, while others survive by selling family heirlooms to art dealers or black-market traders. Such business is done with the utmost discretion. Loose lips could compromise a carefully maintained façade and precious honor, inviting scorn and attack.

Noble War (Hook): Any noble on the Avenue of Gleaming Gems could hire the characters to work against another house. Direct attack is seldom the goal of such missions. Infiltration, sabotage, burglary, and skulduggery are more likely, as are assignments to discover another house's tools, wards, magic, and other secrets. Such work is not for the kind of heart, however, since few if any of the aristocrats have respectable intentions or even decent reasons for this madness.

Ethical characters might instead take on the task of stopping one house or another from using evil means to gain an advantage. They could even undertake the job of ending the violence once and for all, perhaps at the behest of one of the nobles who has grown tired of the fighting or wise enough to see the futility of it all. Prince Rolan might object to peace on the avenue, since these nobles, if united, could pose a threat to his authority. This fact could be further motivation for the characters.

GLOOMWROUGHT NOBILITY

Nobles of Gloomwrought are much like the nobles of the world. They solve their problems by applying their wealth and power, and they look for ways to increase both. Some of the hooks presented in this chapter require the characters to serve the interest of one aristocrat or another. With the application of cunning, the characters can wrest huge rewards from the coffers of the nobles. Remember, though, that the people of the Dust Quarter did not come by their wealth by giving it away, and they have the influence to exact revenge for any wrongs done to them. Visiting adventurers are likely to eventually cross one or more of the city's lords or ladies, especially while serving another aristocrat.

Numerous noble families hold sway in the City of Midnight, but all bend a knee to Prince Rolan and his house. Some hatch schemes, others wallow in decadence, and a few might even be principled. Regardless, each house is at least a minor force in the city. Feuds among the aristocracy can rage for years. Alliances of mutual benefit, rather than heredity, bind houses to one another.

A number of the most influential and powerful families are described in this chapter. The hooks suggest a few other house names. Each family has a unique organization and disposition. You can create more houses to suit your campaign.

3: Carradh Keep

An iron fortress with towers like blades cutting the clouds, this edifice looms over the street, exuding menace. Grim guards in black armor stand watch at the front gates at all times, glaring coldly at passersby.

The dour Carradh family, also known as the Iron Lords, is among the most militant of all the noble families in the Dust Quarter. House Carradh is also one of the most populous noble houses. Because of their numbers, their intimidating iron fortress, and the forbidding countenance that is a family trait, the Carradhs are sometimes compared to the devils of Dis. They have no hellish blood, but they are fiendishly infamous for relying on force rather than trickery or diplomacy.

The intense pride the family members take in their station is also one of House Carradh's defining traits. Carradhs, quick to anger over the slightest offense, feel superior to everyone else. They have ranked among the aristocracy of Gloomwrought for longer than Prince Rolan has ruled the city, and they vigorously resist any change to the established pecking order. For this reason, the Carradhs actively oppose any lesser house's advancement. They particularly hate those who try to climb the social ladder. This attitude makes the Carradhs obvious enemies of House Harskel.

The so-called Iron Count, Olisk Carradh, patriarch of the house, considers it his mission in life to foil the Harskels at every step. To all appearances, Olisk is an ancient shadowborn human wizard who maintains firm control over House Carradh's direction. In reality, unknown to most other Carradhs, a rakshasa named Sazha (page 123) killed and replaced the real Olisk long ago. Before he died, Olisk sired six children, each of whom is now grown and has adult offspring. Each one also wants to rule the house.

Most of the Carradhs are shadowborn humans. Members of other races have married into the house or joined the staff after passing Olisk's harsh scrutiny. Rakshasas loyal to Sazha have replaced several lesser members and servants within the house.

All the Carradhs are well trained in swordplay or magic, or both, and the family maintains a united front in the political hotbed that is Gloomwrought. Even the youngest, rashest scions of the house heed their patriarch, obeying his every instruction to avoid facing his wrath. This focus has allowed House Carradh to preserve its honor and fortune when other noble families have waned over the centuries.

Carradh Keep is a single great fortress, a hundred feet in height, with metal-clad stone walls nearly a foot thick. Notoriously paranoid, Olisk maintains identical living quarters in each of the four towers. No one knows which tower he intends to sleep in on any given night. The complex itself is similarly kept purposefully mysterious. None outside the family, and few inside, are entirely certain of its layout.

It is common knowledge, however, that the fortress is designed to make invaders pay dearly for every step they take within it. All manner of attackers have attempted direct assaults on the stronghold, largely without success. House Carradh takes pride in the keep's storied impregnability.

Disowned to Death (Hook): House Carradh's members are far from uniform in their adherence to tradition and the dictates of their elders. Young Veris Carradh fell in love with Naith Llew, an heir of one of the lesser houses, and he began to siphon off some of Carradh's funds to House Llew. When Veris refused to abandon his lover, his family disowned him. A headless body recently fished from the waters in the harbor has tattoos that indicate it is Veris's. But Veris appears to be very much alive inside House Llew. Pharras Llew, the house patriarch, is concerned about what's going on, fearing that a rakshasa might have infiltrated his house. He needs outside agents to help him find the truth.

Treachery Spawns (Hook): In the Carradh family, fear of Olisk isn't always an effective deterrent against nonconformity. Years ago, Jannia Carradh incurred Olisk's wrath when she took Yosk, one of the house soldiers, as a lover. She bore a daughter, revealing that she had an unsanctioned affair. Olisk forced Jannia to surrender the infant girl, yet unnamed, to Raven's Eyrie, where she would be raised as a servant of the Raven Queen. He then had Yosk executed for daring to touch a Carradh scion, making an example of him to other loyal soldiers.

HOUSE CARRADH'S ROLE

Because of their stinginess, pride, and condescension, the Iron Lords of House Carradh are easily cast as villains in a campaign. Their servitors might attack the characters for making any attempt to disrupt the status quo of Gloomwrought. Also, Carradh's arrogance wins the house few friends. Any other organization in the city might set itself against the Carradhs and use the adventurers as agents.

The Carradhs can also make a significant addition to any campaign in which House Harskel is a focus. If the characters side with the Harskels or even appear to do so, they assuredly come up against Carradh enforcers. Alternatively, characters acting against House Harskel might find House Carradh willing to court them as allies.

A less obvious angle for House Carradh is to use it as an ally and a villain at the same time. Some members of the household are tragic figures, trapped in a web of pride and deceit. If the truth about Olisk is revealed, House Carradh could implode unless the characters help to keep someone like Jannia in power. Perhaps the influence of good-hearted characters can persuade a new Iron Count to bring integrity back to the house.

Jannia hides her seething hatred for Olisk, quietly plotting his downfall. Recently, she discovered clues to the old man's true identity, as well as the fact that Olisk is keeping tabs on the child within Raven's Eyrie. Also, a servant responsible for dealing with the bodies of dead retainers has told her that Yosk's grave is empty. Jannia hasn't put everything together, but she is now sure of herself enough that she is willing to seek help in overthrowing her grandfather.

4: Fellwroth Ruin

The great ruin of a once-impressive mansion slumps on the Avenue of Gleaming Gems. A set of twisted gates, long neglected, closes the manor's wall, sealing away its overgrown grounds from the street.

Members of a shadar-kai noble house that took part in an insurrection against Prince Rolan (see "The Sever," page 15), the Fellwroths were slain or scattered to the winds for their misdeeds. The Fellwroths once owned numerous holdings, including this manor that defies the natural order of the City of Midnight. Local folk recall no Fellwroth heirs dwelling in the old "House of Shadows" for a long time, but the stronghold still stands unblemished by deterioration.

Speculation among commoners holds that the keep should come down eventually, but several theories circulate about why the mansion hasn't yet begun to erode. The guesses include great magic, the will of the Keepers, and a terrible curse. Bets on when the manor might fall are popular in taverns all over the city.

The true explanation of the mansion's longevity is considerably more sinister than most of the tales would have it. One member of House Fellwroth dwells in the manor still, but it would be too much to claim that he lives here. That resident is Vargas Fellwroth.

House Fellwroth, before its fall, conspired with House Treyvan against Rolan. The patriarch of House Treyvan at the time, Anders Treyvan, decided that the prince's dominance was too great to challenge. Instead of sticking beside House Fellwroth, Anders revealed the betrayal to Prince Rolan. Anders and his house gained much favor with that one fell deed, as well as the elimination of a potential rival. Or so Anders thought.

Vargas, a minor blood relative in House Fellwroth, had no part in these plots, wanting only to be left to his study of magic. During the nobles' insurrection against the prince, Rolan's forces came to lay waste to House Fellwroth. Instead of defending the house, Vargas hid in his underground chambers. Cowardice and betrayal stained his soul as he listened to his relatives die. Despite his family's loyalty to the Raven Queen, Vargas refused to face death. Thinking himself already damned, he added blasphemy to his crimes and embraced a foul brand of immortality instead. He transformed himself into a lich, vowing revenge on House Treyvan and those it calls allies.

Vargas's presence in the Fellwroth manor apparently prevents the hall's collapse. Most fortune hunters steer clear of the place, putting stock in the persistent rumors of the house's imminent absorption into the city. Vargas is more than capable of taking care of bolder invaders. He uses the treasures his family left behind to aid him in his vendetta, working subtle magic against the heirs of Anders Treyvan. By means of a tunnel into the Treyvan Palace's catacombs, Vargas appropriates deceased members of the Treyvan family to serve as his undead underlings.

Lost Treasure of Fellwroth (Hook): Theories abound of what treasures remained in the ruin when the Fellwroths went to the grave or into exile. Few want to approach the decaying manor, which is widely (and accurately) thought to be haunted. Also, if the family's vaults stay intact, their safeguards likely remain unbroken. Eleka, one of the last surviving Fellwroth heirs, has recently returned to Gloomwrought. She offers a great reward to those brave and strong enough to recover Fellwroth heirlooms and return them to her. Vargas might be interested to learn of his relative, and bringing him such news might save the characters from his wrath.

5: Treyvan Palace

Exotic plants and gemstones adorn this castlelike structure. Every aspect of the building and its surroundings is precisely fashioned and ornate, giving the impression of staggering wealth.

Across the Avenue of Gleaming Gems from Fellwroth Ruin stands the lavish palace of House Treyvan, a consortium of progressive-minded dwarf merchants who have embraced business as the true path forward for them and their city. This outlook earns the house few friends among the hidebound nobles of the Dust Quarter. It has won the dwarves one significant ally in the form of their secret trading partner, House Harskel.

House Treyvan is a meritocracy in which the amount of wealth one earns for the house determines one's standing within it. Lady Victis, the current matriarch, has strong natural insight, making her shrewd at business dealings. Victis's consort, Maral, is a duergar warrior who handles all matters of a shadier nature with the aid of his merciless soldiers and their strong hammer arms.

A reputation for making alliances of convenience, then turning on an allied house when it is most susceptible, follows House Treyvan. The house was originally mixed up in the insurrection against Prince Rolan, but it betrayed the leader of the revolution, House Briarborne, at the last moment. Thus, when the Sever occurred, Treyvan found itself on the winning side of the conflict. Being a turncoat prolonged the house's survival, but this duplicity burned a lot of bridges with several possible allies. Most other houses perceive House Treyvan as dishonorable and untrustworthy.



Unless these other houses want to do business with the Harskels directly, however, they have to deal with Lady Victis and her ability to acquire goods that the Harskels normally control.

Treyvan is the noble house most likely to believe it can solve its problems with gold. Thanks to cutthroat policies with regard to the acquisition of wealth, the house has amassed considerable resources over the years. Much of that has been used to refresh the palace's decor or, more recently, to appease Victis's renowned vanity. A sizable chunk also goes to pay soothsayers, alchemists, and those who can ward the palace with protection against bad luck.

Ill fortune and poor health plague House Treyvan's members, despite the hardy nature of dwarves. Bodies placed in the palace's catacombs molder into dust within days. Nightmares and visions of hostile ancestors sometimes blight the minds of Treyvans. Insanity has taken more than a few. These facts have made the family superstitious and wary. They have yet to realize the source of these problems is just across the avenue.

One Lord Too Many (Hook): House Treyvan uses an ostentatious ceremony surrounding an ornate hammer, which the head of the family always carries, to transfer leadership. Five years ago, Maral came to the palace, bearing an identical bludgeon and leading a troop of duergar. Maral claimed that the hammer led him to the palace. Experts could find no distinguishing differences between the two weapons. After a vivid dream, Victis took Maral's hammer to be a sign that the duergar race should be a part of House Treyvan, and she married Maral. However, other family members have never trusted Maral and his people. These Treyvans seek proof that repudiates Maral's claims, but they must work subtly.

Echoes of the Past (Hook): House Treyvan had a long-standing rivalry with another merchant house called House Sulist. The rivalry went on for years until House Treyvan destroyed its foe in one sudden attack. No one except the top members of House Treyvan knows the reason for the rivalry, and the members of Treyvan intend to keep it that way. Recently, though, residents of the Dust Quarter have reported hearing sounds from the ruins where House Sulist once stood. House Treyvan, concerned over what any explorers might find, is seeking to dispatch a group to investigate and scare off any snoops. When the adventurers go, they discover that the sounds come from ghosts that are part of the encounter **Lost Company** on page 20 of the *Encounter Book*.



6: Dark Lady

Set about with gargoyle statues, a fountain stands among the dusty stones, the liquid in it reflecting little light. Air near the fountain is bitterly cold, suggesting the liquid's temperature. The fountain's centerpiece is an onyx statue of a female humanoid in a flowing robe, her hands raised to the sky.

A fountain in the center of the Dust Quarter, along the Avenue of Gleaming Gems, the Dark Lady is a famous landmark in Gloomwrought. It's the meeting place of business contacts and young lovers alike. The liquid within is extremely cold and salty. Only the Dark Lady's Miracle (see below) makes the site valuable to natives of the city.

No one knows the identity of the Dark Lady, or even if she is human or something else entirely. What is known is that the statue's expression changes depending on what is said in its presence. If people nearby are lying, the Dark Lady frowns disapprovingly, thus helping to ensure the honesty of dealings made in the statue's presence. To swear "by the Dark Lady" is a common expression throughout the city, referring to this specific phenomenon and to the Raven Queen. A popular tale says that the Dark Lady and the deity of death are one and the same.

The statue reflects other emotions as well. If people who have fallen prey to the melancholy of the Shadowfell come into the Dark Lady's presence, the figure expresses sadness and sympathy. True happiness on the lady's face is rare. When those who are honestly in love meet before the statue, however, it acquires a look of such radiant joy that hearts cannot help but be lifted.

Natives of Gloomwrought frequently suggest the fountain as a meeting place to those who might not know the secret of the statue (Streetwise moderate DC to learn the truth before such a meeting). Bluff checks take a -5 penalty when made against those near the statue who know of its nature. If the heroes know the secret of the statue, they can use the site as a means to convince reluctant allies that they are trustworthy.

Cold Liquid: The fountain's liquid is a magical substance. Any creature that ends its turn in the fountain or drinks the fluid takes ongoing 10 cold damage (save ends). A creature that ends its turn carrying some of the liquid takes ongoing 5 cold damage (save ends), at which point the fluid turns to dark red dust that looks like dried blood. The liquid also changes into powder if it is splashed or thrown.

7: Deathless Palace

A mighty fortress among a mass of twisted stone buildings, this palace is clearly one of the oldest and strongest edifices in the city. Stunted black trees line the avenue leading to its gate, on either side of which a statue of a sorrowsworn knight keeps eternal vigil. Rising from the citadel are gray towers that are curved at higher levels, so that they resemble claws of bone from which the flesh has withered. The stronghold has no grounds, but abuts nearby buildings. An aura of ominous majesty radiates from the whole place.

The Deathless Palace, likely the city's oldest building, looms over the center of Gloomwrought. Despite the City of Midnight's changeable quality, the palace has never so much as wavered over recent centuries, seemingly inured to the touch of actual decay. Hence comes its name.

Scores of mighty individuals have held court in this palace, the latest of which is Prince Rolan. He has ruled here for over three hundred years. The prince gives the impression of caring little for any aspect of life in Gloomwrought. His ennui is renowned even among the notoriously aloof people of his city. He makes only those decisions necessary to maintain a semblance of order, leaving most of the lawmaking to his descendant seneschals.

Rolan's servants keep the Deathless Palace sumptuously appointed in the best trappings they can acquire in the city and abroad. The citadel still is oddly disjointed, as if Gloomwrought tried to fashion a royal palace six times and was never pleased with the result. Each of the six wings could be a regal castle by itself, since each has dozens of rooms, corridors, and secret passages, as well as its own throne room. A vast central garden, populated with foreign plants and native flora, links the six wings. It is in this garden that Prince Rolan prefers to hold court with his deva consort, Feria (page 117).

Each wing represents a different era of Gloomwrought's long history, and all but one contain rare treasures. Rolan dwells in the Hall of Blades, where he—a halfhearted weapon master—watches duels between the finest warriors. Feria has chambers in the Hall of Silver, which pays homage to the gods and the Astral Sea. Blackfire Hall recalls the rich heritage of ancient shadar-kai rule in this city. Raven Hall pays respect to the Raven Queen. Midwinter Hall does the same, and it also has a permanent portal to the Feywild, which Rolan could open if he were allowed to do so by the individual on the other side. The portal leads to the court of Lucretia Wynndollas, an eladrin queen to whom at least one leader of Gloomwrought has been romantically linked. The mysterious Hall of Ancients is the oldest wing of the palace, its walls unadorned and its apartments left empty. A deep sense of unease permeates the hall, an echo of the dark deeds that came to pass within.

People of the Deathless Palace

Prince Rolan is the most powerful figure in the Deathless Palace, and his word is law. Although the citizens of greater Gloomwrought might privately criticize their blasé ruler and question his judgment, Rolan is treated with the utmost deference inside his castle. He spends time in each of the wings, and he is the only one who enters the Hall of Ancients willingly and regularly. The prince prefers to while away the hours reclining in the garden in the palace's center.

Rolan has had numerous consorts over his three centuries of rulership. He is particularly attached to Feria for reasons other than her great beauty. She is notably more enthusiastic than her prince. The troubles of Gloomwrought's citizens sometimes move her to influence Rolan. Those who wish to sway the prince would do well to persuade Feria first.

Rolan's head servants trace their heritage to him, albeit several generations removed. Talrren, a human male, advises Rolan on matters of law in Gloomwrought, while Heida, a female half-elf, regulates trade. Boros, a particularly tall and sneaky tiefling, acts as Rolan's spymaster.

These chief servants compete to see which of them can draw a clearer bloodline to Rolan. The prince's romantic history is convoluted, and his lovers regularly disappear. He has also claimed supposed orphans as his kin. No one can yet say for sure who might be his closest heir. Prince Rolan gives no hint about the truth. It's possible he doesn't know.

Not all of Rolan's servants are his descendants. The Deathless Palace's major domo is a shadowborn dwarf named Bertrim. A capable warrior and commander of the Prince's Guard, the dwarf gained the epithet "Basher" from his fondness for blunt weapons. The nickname stuck because of Bertrim's habit of zealously disciplining particularly troublesome subordinates.

The Prince's Guard

Sixty or so of the best soldiers among the Deathless Watch make up the prince's personal guard. Those who lack current responsibilities at Gloomwrought's gates dwell in the Hall of Blades, where they spend their off-duty hours drinking with their lord and, when Bertrim is not watching, pawing at the prince's servants. Although it happens infrequently, especially under Bertrim's stern gaze, poor behavior among the guards has offended more than a few visitors. Rolan enjoys the effect his bawdy soldiers have on stuffy or humorless guests.

Hall of Ancients

Great doors, adorned with silver that has tarnished nearly to black over the ages, open wide to reveal a cavernous hall filled with dust and cobwebs. A sense of death rises from the black stones, thick as fetid breath.

The sixth and oldest wing of the Deathless Palace, the Hall of Ancients wears every year of its age well. Most residents of the palace refuse to speak of the hall, except to say that no one should ever enter it. Living creatures that ignore these warnings and go into the hall feel an unearthly chill in their bones, although the air in the chambers is not cold.

Unknown to all but Prince Rolan, the hall was once a place of worship for cultists of Orcus. Profane rites conducted by Orcus's faithful forever tainted the hall's stones, so they sometimes bleed, moan, or gibber. Undead creatures intermittently rise in the hall's rooms, which seem more like the chambers of a dungeon than those of a palace. In the throne room lurks a nameless dracolich. The magical beast has existed long enough to grow mad with rage at its imprisonment. Rolan speaks with it now and then, learning of bygone days. The creature accommodates him, but it secretly plots his destruction and that of the rest of Gloomwrought.

Shadowheart

This natural cavern's black walls ripple with a hideous kind of life. The air is sticky and hot. At the cave's center is a pool of inky liquid, as thick as congealed blood. The fluid constantly moves, as if creatures just beneath the opaque surface are stirring it.

One legend holds that when the Keepers first carved Gloomwrought out of the shadows, they began their efforts in Shadowheart. Another tale says the Keepers emerged from Shadowheart and then began to work on the city. Yet another yarn speaks of the city emerging from Shadowheart, and the Keepers from the city. Some suggest that the cavern's pool is full of the same primeval ooze from which Gloomwrought initially sprang, from which it still grows, and to which the Keepers can return. Like a literal heart, Shadowheart beats with a life of its own, powering change in the City of Midnight and staving off the gloom of the Shadowfell.

Whether the stories are true or not, a cave does open deep beneath the Deathless Palace, with numerous passages and other caverns surrounding it. The heaviness that saturates the greater Shadowfell does not reach this place. Rather than the coolness one might expect to find in a natural underground chamber, humid heat suffuses the area as if it were the inside of a living human body. Never still, Shadowheart shifts as one stands within it, changing much like the rest of the city above.

Although the Keepers are usually nonviolent, they fiercely attack intruders who so much as approach Shadowheart. Further, Shadowheart is able to sculpt guardians and hazards of different sorts to help defend it. Few who have ventured into Shadowheart return alive. Those who do come back with body and mind intact speak of the horrifying fates their unluckier companions met.

KEEPERS: CARETAKERS AND FALSE

Inscrutable in their purpose, pervasive in their role as caretakers, and haunting in their silent omnipresence, the entities known as the Keepers go about their business in the City of Midnight seemingly without oversight. Even Prince Rolan knows little about them. He exercises no control over their activities.

Since the first moment Gloomwrought rose from the misty swamps, Keepers have been within, calmly working and abiding. As they go about their odd tasks, the Keepers largely ignore the city's other inhabitants. Keepers are exceptionally strong and hard to kill, but they offer little threat to those who stay out of their way.

Some believe that the Keepers are creating the City of Midnight, playing a significant role in the city's constant change and slow growth. Others think that the Keepers keep Gloomwrought's growth in check. A few say that the Keepers are natural defenses against the Shadowfell's dangers, subordinates to a city that is also a living being.

Whatever the case, the Keepers engage mostly in observation. They inspect damaged or aged architecture, or press their pale faces against windows to briefly check on building occupants. When a structure collapses, changes significantly, or rises from the streets, the Keepers come to behold the result.

In a few peculiar cases, witnesses have reported discord among Keepers. One Keeper, possibly with other creatures as allies, fights other Keepers, who might also have allies. What this means only the Keepers can say. They don't.

Barroom philosophers suggest that the Keepers have factions just as normal people do. One faction works with and on the city. The other, commonly known as false Keepers, actively acts against the city's Keepers for some reason. This theory of factions might explain why only some Keepers wear skulls and other ornaments.

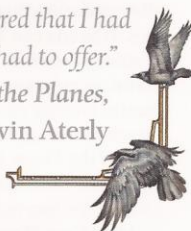
DROWNED QUARTER



"We came by sea, like so many others who visit the black city. The green lights that lined the quay promised that, at last, we were out of harm's way. No more tempests would drive us over the Stormy Sea, and no more pirates would harass us. As we sailed closer, though, I understood my folly.

"Dangling in the light of a dim lantern was an iron cage, the body within wearing a placard that proclaimed the departed one's crime. As horrifying as that seemed, I feared that I had just begun to see what this city had to offer."

*—A Codex of the Planes,
by Corwin Aterly*



Gloomwrought is a mercantile city, and most of the goods that feed trade make their way through the Drowned Quarter. The district's shallow haven teems with watercraft of every description, from galleons furrowing the harbor bottom with their hulls to ghost ships skating just above the water's surface. Jockeying for position at the best berths, the vessels are packed so densely near the shore that someone agile and brave could stride from one end of the dockyard to the other, leaping from deck to deck. Overhead, sailors of every race scurry through masts. Below, harborfolk (page 32) and other laborers nimbly move smaller boats among the larger vessels.

Wharves extend from the shore like outstretched skeletal fingers. Bleached of color, the warped wood of the docks creaks and groans with the slightest shift of the tides. Dockworkers ignore most of these noises, but they jest with newcomers that the whole waterfront might crumble at any moment. These mean-spirited jokes have a foundation in truth. As in most other parts of the city, a quay might occasionally collapse, falling to the shallows below. Just as often, a new pier erupts from beneath the water, slick with violet seaweed and black harbor slime, and covered with sharp mollusks.

When a new dock rises, the people of the Drowned Quarter scramble to lay claim to it. Violence ensues. Whoever can hold the new structure must choose between selling it to one of the merchant houses or drawing mooring fees as an independent owner. Both

paths promise wealth, so the people of the Drowned Quarter kill for the opportunity.

Gloomwrought's foremost noble families control their own piers on the water's edge. House Harskel, House Treyvan, and House Carradh each hold private quays, and fragile alliances of lesser families join their wealth to maintain ownership of other jetties. Such a dock, private or shared, always has a loyal wharfinaster who is ready to oversee the transfer of cargo. Richer families maintain cranes to quickly unload the goods that ships bring in.

Public wharves make up the rest of the waterfront. For the modest sum of 25 gp, any ship can moor, provided room can be found. Moorage is a cutthroat affair, and arguments between captains are common. Sometimes these disputes escalate into physical conflicts, with crews brawling over which vessel is allowed to berth.

Among all the slips, noble and common, a waiting army of porters and laborers stands ready to move materials from ship to shore. These workers come mostly from among the poor inhabitants of the Shattered Isles, and affiliates of Gloomwrought's myriad merchant houses oversee their labors. Agents of the great houses ride above the throng in palanquins to better supervise workers, while members of the lesser houses bark at their drudges from the ground. Hired guards help maintain order in both cases. On important occasions, the head of a merchant house supervises the off-loading of cargo. Merchant lords feud over the rarest artifacts that find their way to Gloomwrought, and they enter bidding wars to win the finest goods and thwart their rivals.

FIRST IMPRESSIONS

The Drowned Quarter provides several opportunities to introduce players to Gloomwrought's particular brand of weirdness.

It should quickly become apparent that this is an eerie port of call for all sorts of visitors, rather than any old seaside town. Adding a rotting ship with undead crewing it, along with other bizarre vessels, to your description can drive home this point. Having harbor workers and harborfolk vying to get the characters' ship to dock at their pier is another way. Emphasize chaos and lawlessness, somewhat kept in check by private soldiers such as the Crimson Sashes. Mention the background of groaning piers, quivering black algae slime, and the hint of rot on the cool sea air.

The City of Midnight is beset with factions constantly struggling for control. If you want the players and characters to see these conflicts promptly, the Drowned Quarter is a great place to start a visit to Gloomwrought.

Farther inland, the Drowned Quarter has numerous inns, pleasure dens, gambling houses, and taverns, with blacksmiths, carpenters, shipwrights, and modest shrines mixed in. Among the smaller buildings are warehouses used to store surplus goods purchased from visiting ships. The streets here abound with foreign sailors and locals alike.

Press-gangs wait to abduct any who drink more than their fill in the district's alehouses. Muggers, grifters, and pickpockets watch for easy marks. Wealthy folk can rely on the Crimson Sashes to protect them. Everyone else must depend on members of the Deathless Watch, who sporadically patrol the district.

1: Public Docks

The public docks are crowded with ships and workers, and burdened with heaps of cargo. Amid the scramble to off-load goods and take on supplies, captains shout orders to their sailors, hardly sparing a glance at those coming ashore or boarding other vessels. Everything goes deathly still as one dock groans and shudders like an irritable creature. Then the normal hustle suddenly returns.

This series of piers takes up about half of Gloomwrought's waterfront. The docks stand on pilings that eerily suggest headless torsos, entwined tentacles, and tangled humanoid limbs. Hanging on an iron gibbet at the end of each pier is an iron cage, used to display the bodies of criminals hanged for violating one or more of the city's few laws.

A wharfmaster maintains and supervises each public pier. Most wharfmasters are independent owners who sustain themselves on the mooring fees brought in from visiting ships. A few are representatives of the lesser merchant houses. In any case, a wharfmaster is responsible for overseeing the teams of workers that deal with the needs of docked vessels. He or she is also accountable for paying such laborers.

For the city's poorer citizens, the public docks are the most reliable source of employment. Every day, hundreds show up to toil as porters, packers, and cleaners. Since the number of those seeking employment far outweighs the number of jobs available, positions are doled out on a first-come, first-served basis. Dock work is furiously paced and hazardous. Improperly secured cargo can come tumbling down at a shift of the tide, claiming several lives as it falls. Laborers also die, although not always immediately, from handling some of the peculiar freight that comes in.

Dock of the Dead (Hook): Few of Gloomwrought's independent wharfmasters exemplify unsavory qualities as much as Kumourn. This half-elf has been the wharfmaster of the largest pier among the public docks for as long as anyone can remember or is willing to say. An infamous skinflint, Kumourn used to demand that those working on his wharf surrender one-quarter of any gratuities they received. Now he has it even

better—all his workers are zombies and skeletons that require no pay.

The wharfmaster has allied with Relos, a human necromancer who worships Vecna and helps to extend Kumourn's life span. Kumourn also has agents who watch for slain dockworkers and try to abscond with the bodies. Failing that, they extort or, as a last resort, buy the body from the grieving family. Kumourn has even begun selling undead dockworkers to other wharfmasters.

A group of families wants Kumourn's operation shut down. Some of them have already lost the bodies of their loved ones to thievery and extortion, and others want to prevent the same fate from befalling them.

Pier Pressure (Hook): A new pier has recently emerged from the harbor, and for the time being, the shadar-kai Seada Dario and her family have claimed it. The characters first learn of this situation when Seada's brother, Worhan, approaches them in the harbor, possibly underbidding other harbor workers on moorage fees. If Seada can keep control of the wharf until she is able to convince the merchant houses to honor her claim, money worries would be over for her and her family. Greedy rivals, however, are already planning an attack to steal the dock. If the characters agree to help defend the Dario stake, Seada and her family repay the kindness. Thwarted contenders might want to repay the characters, too, in a different way.

We Were Here First (Encounter): The furious competition for moorage at the public docks can lead to physical confrontation. If the characters arrive by ship, they face the prospect of being swept up in a battle. Such an occurrence is common enough that it could serve as a perfect welcome to Gloomwrought.

Sailors who frequent Gloomwrought are likely to have friends in the Drowned Quarter, including powerful merchants or noble houses. Characters who clash in the harbor risk making powerful enemies before they ever set foot on shore.

Charismatic or intimidating characters might be able to defuse a conflict before it begins. This could take the form of a skill challenge, with some characters negotiating and others using physical skills to ensure that their ship reaches port first. A resounding success might allow them to make peace with the opposing ship, perhaps by discovering another available docking berth for it.

Harborfolk

Living in the shadows under the public docks, secretive dark ones known as harborfolk spend their entire lives on the water. They reside and work on flat-bottomed punts, which they adroitly navigate through the crowded harbor.

Harborfolk transport people from anchored ships to the waterfront. Captains who want to avoid the traffic congesting the public docks hire harborfolk to convey passengers to the city. Other captains employ entire



teams of harborfolk to transfer a ship's freight dockside, circumventing the need to dock at all. Wharfmasters take no offense, since harborfolk return to their home dock to unload, allowing the master to collect a small secondary fee without filling a berth.

Most wharfmasters cultivate a good relationship with harborfolk. Harborfolk are permitted to live beneath the piers, and they receive small gifts from the masters. In return, harborfolk actively entice captains to moor vessels at an allied wharfmaster's dock. This agreement works well for everyone, especially since harborfolk can predict the collapse of some wharves. Everyone knows they warn only those they like.

Ill fortune befalls any wharfmaster who attempts to remove or strong-arm harborfolk, or allows someone else to do so. Some wharfmasters have tried to collect rent from harborfolk, and others have attempted to drive them out. Ships that moor at an offending wharfmaster's pier suffer accidents that cost the captains valuable goods and crew. Business dwindles. The wharf soon begins to crumble.

2: Noble Docks

Some distance from the chaos of the public docks, the private quays of the noble houses are organized for efficiency. Enormous cranes haul pallets from the holds of berthed ships, and teams of workers move the freight and stack it in the warehouses that line the docks.

Southwest of the public docks are the private piers of Gloomwrought's noble houses. Enhancements include immense cranes, sturdy warehouses, and row apartments to accommodate the workers needed to keep up with the steady influx of cargo. Each pier is also shored up to forestall the unpredictable collapses that are all too common in the City of Midnight.

Such upgrades represent a considerable expense of time and money in construction and maintenance. To the mercantile aristocrats of Gloomwrought, though, this is a necessary outlay. Without command of their own docks, the families' vessels would be forced to compete with all the other ships for the right to berth and off-load cargo.

Gloomwrought rewards the investments the families make. In living memory, the harbor has reclaimed none of the docks that a noble house controls. The mutating landscape seldom affects these structures in a negative fashion, but the city still makes its presence known. New berths and pier expansions occasionally rise from the sludge of the harbor's bottom. Storehouses gain new rooms just before fresh shipments arrive. Tendrils emerge from the water to reinforce pilings, retaining a vaguely organic appearance. Wood bleeds sap that hardens to shore up weakened sections and cover blemishes.

When they appear, these improvements integrate seamlessly with the standing structures. They regularly show up when and where they are the most needed. It's as if the constant presence of a noble house's supporters somehow solidifies the docks that the family controls. This phenomenon is the envy of every public wharfmaster.

The Devil and the Deep Blue Sea (Hook): The half-orc shipwright Pegg Mackless is famous for her artistry and her magical additions to ships. Pegg has always disliked nobles on principle. Although she could enjoy a larger income or even a cushy position at a noble's wharf facilities, Pegg works for the public. At least she did until recently. Pegg has been kidnapped, or worse, and some noble house is certainly responsible. A coalition of captains and dockworkers, as well as the harborfolk of Pegg's pier, wants Pegg back. These people turn to the characters, who must be tactful in their handling of the situation lest they antagonize the wrong nobles.



3: Carradh Landing

The largest and oldest of the noble houses' moorings, Carradh Landing stands apart from the other noble docks on the northern bank of the waterfront. The Carradhs spared no expense in the construction of their private pier. An interlocking fence of twisted swords surrounds the compound, and a force of mercenaries constantly patrols the grounds. Beyond these daunting hindrances, all the buildings bear the Carradh family seal, with integral magical defenses, on their locked doors. Between the warehouses and the quay are the most impressive features of Carradh Landing. Three enormous cranes tower over the docks, each powerful enough to lift a galleon out of the harbor.

Carradh Keeping (Hook): Rumors have arisen that the Carradhs managed to abduct a Keeper. They supposedly have it locked within one of the warehouses on Carradh Landing. Although little physical evidence supports this theory, Keepers sometimes gather just outside the bladed fence around the Carradh facility, clicking at each other in their indecipherable tongue.

The Harskel family is interested in substantiating whether the Carradhs have a captive Keeper somewhere on the private quay. Sending Harskel agents to the warehouses could lead to open war between the Harskels and the Carradhs. Having the characters

investigate, perhaps through a Veiled League liaison, is less likely to cause an uproar. If evidence can be found, the Carradhs stand to lose more than the Keeper. But what if it is one of the false Keepers, and it is actually a Carradh employee?

4: Execution Dock

A plain pier stands quiet along the harbor's edge. No vessel moors on it. At the dock's far end, an empty cage hangs, swaying on a stout iron chain. The corroded gibbet supporting the cage has a winch that apparently lowers the cage into the water.

No one can call Gloomwrought a city of strict laws. Prince Rolan and his guards allow the city to manage itself. Actions that one of the city's key factions considers taboo might be permissible to another. For major crimes, such as murder or repeated theft, the city executes criminals at the Hanging Wall (page 45) in the Fettered Ward. Executioners display the bodies of these criminals in cages along the inside of the waterfront wall.

Some crimes, though, demand the most severe punishment. Among these are an attack against Prince Rolan or members of his household, the worship of Orcus or any demon, the unprovoked killing of a

Keeper, and the framing of an innocent person in hopes that he or she might be executed. These crimes have the potential to undermine Gloomwrought's social order, and they are not tolerated.

No one found guilty of these crimes receives a mere hanging. Instead, a solemn group representing Gloomwrought's most influential factions parades the accused through the city to Execution Dock. A crowd gathers, following the procession to watch what inevitably comes next.

At the end of Execution Dock, a spokesperson reads a list of the convict's crimes. Another city representative places a sign proclaiming the offenses around the condemned one's neck, and then locks the criminal within the cage hanging from the dock's gibbet. Next, the officials slowly lower the cage toward the foul harbor water.

This ceremony is performed at the lowest point of low tide, so the accused has several hours to contemplate the dark water creeping inexorably upward. A criminal's body remains in the cage for a full week after execution. In that time, nibbling creatures of the harbor might pick the skeleton clean.

Such executions are public events. Their purpose is to reinforce the fact that, even in the City of Midnight, some actions are intolerable. Sailors treat Execution Dock like an evil finger protruding into the water, and they refuse to sail near it. People visit the pier only to watch an execution or to do required work.

One such task involves removing the remains from the cage, which is the beginning of another ceremony. The bones are always taken to smiths, who gild the skeleton with precious metals. Members of the Deathless Watch auction these remains in the Plaza of Gargoyles, fetching a price based wholly on the dead person's infamy. Ownership of such a skeleton, or even a fragment, is a bragging right in the city. Some nobles have collections of skeletons of Gloomwrought's most villainous criminals. Other people acquire the bones for use in arcane rituals rather than for prestige.

Ruthless groups hoping to see foes brought to Execution Dock have framed their enemies for terrible crimes. Lesser noble families do so to make their rivals lose face, and other factions risk this action in the hope of eliminating an important member of an enemy group. Abusing Execution Dock in this fashion is a dangerous game, since failure can lead the liar to the end of this dock instead.

Guilty Until Proven Innocent (Hook): As the characters attract enemies in Gloomwrought, one of those adversaries, who has influence and wealth, frames one or more of them for the heinous crime of secret Orcus worship. The heroes have to dodge authorities, vigilantes, and the forces of the accuser until their innocence can be established.

5: Dunnage Row

A passage runs parallel to the waterfront, occasionally splitting around a narrow structure in its center. Balconies from the buildings on either side overhang the street, making it seem boxed in. The mass of shops and shanties, and the noises of the activity here, muffles the din of the nearby harbor.

Dunnage Row runs through most of the Drowned Quarter. The balconies of the surrounding buildings block the weak light from overhead, and the glow from feeble torches and lamps lining the street works to deepen shadows that pool in every doorway and corner. Despite the gloomy environment, Dunnage Row is full of people and bustle.

Taverns and nautical shops make up the greatest number of structures here, with flophouses, bordellos, small shops, smaller homes, and the intermittent abandoned ruin filling in the rest of the space. In the past, some have attempted to create a reliable detailed map of Dunnage Row, but these efforts are doomed to fail. The entire area is in a constant state of flux. What was an open route one day might end in a smooth wall the next. An abandoned building could disappear, opening a new passage.

Shopkeepers and other inhabitants of Dunnage Row have learned to anticipate some of these shifts, but even they are sometimes caught unawares when the landscape reconfigures itself.

Occupants of the Row blame the area's changeability on the Keepers that are frequently seen on the street. The observant point out that a lot of the Keepers found here don't behave the same as those seen elsewhere in the city. Most of these so-called "Keepers of the Row" wear small silver ornaments and skulls. Whether these Keepers are responsible, or the shifting stones are the work of some other unidentified force, is unknown. But those who live in the Row give every Keeper a wide berth.

Compounding the problems that inhabitants of the Row must endure, strong gangs prowl the street and the adjoining alleys. These thugs operate dodgy games of chance in hidden tavern rooms, rob and thrash visitors who wander into dead-end alleys, extort money from legitimate shop owners, and sell illicit goods from derelict warehouses. If a group such as the Deathless Watch or the Veiled League wanted to drive the gangs out of the Drowned Quarter, burning Dunnage Row to the ground would be necessary. For the time being, those trying to keep order in the Row content themselves with capturing or killing individual gang members.

Row Wardens (Hook): The Row Wardens gang is becoming powerful, assimilating other gangs, muscling in on some factions' interests, and shaking down common folk. At least one member of every Warden party has the ability to influence the structure of the Row to aid in combat and escape. The Deathless Watch wants the Wardens eliminated, and the Veiled

League covets the secret of their power. Revan Underfoot, a successful halfling burglar turned gang leader, runs the Wardens. He is sure to know where the power comes from. Could it be a false Keeper?

6: Cracked Keel

This tavern looks like the aftermath of a multiship collision. Splintered masts hold up walls of mismatched timber, and ancient keels are faintly evident through the jury-rigged architecture. Thousands of parchment pages cover every available inch of the lower walls. Posted on these scraps is a range of messages, from those offering jobs to the desperate to distressed pleas for help. Among the readable posts are coded letters and strange sigils that appear important.

With a commanding view of the dockyard, the Cracked Keel is the foremost drinking house for the captains and crews that visit the City of Midnight. The three-story tavern was constructed from the timbers of ships that ran aground outside the city walls, and new rooms are added as more foundered vessels provide fresh materials. The city occasionally adds its own flourishes, as well.

Sailors who drink here consider the Cracked Keel to be a good luck charm. Superstitious people reckon that drinking in a hall made of sunken ships confounds the angry spirits of the sea, which have to assume that a sailor in a sunken ship has already been claimed. A traditional toast in the Cracked Keel is "No one but the drowned here," shouted when a popular person enters the common room. The patrons of the Cracked Keel are a mixture of sailors and landlubbers, living and undead.

Anyone seeking employment does well to stop by the Cracked Keel. Those hoping to hire a ship or sailors, or those looking for work, post notices on the outer walls. Others have taken to using the Cracked Keel as a sort of public forum. Among the employment notices that fight for space on the tavern walls are messages about missing persons, requests for mercenary help, advertisements for gladiatorial spectacles, and enigmatic runes.

Secret societies also use the tavern walls as a way of communicating, posting coded messages to their members. Most of the factions in the city are aware of this fact. When one can break a code and discover enemies, that group posts false messages to draw out those foes.

Layers of these notices stack atop each other, gradually rotting away in the damp cold of the Shadowfell. For as long as they remain intact, they serve as a barometer of the goings-on in the city. Experienced visitors can come to the Cracked Keel to obtain a picture of what has happened recently and what might occur soon.

Writing on the Wall (Hook): Amid the parchments covering the walls of the tavern is a cryptic message addressed to an adventurer or the whole party. Obviously new, the message has information that only a close ally could know, and it contains enigmatic suggestions that the characters are in danger. The note instructs the party to head for the public docks as soon as possible to get more information. This message could be a trap, or it could be from a potential friend who knows of the characters through a mutual contact or from past deeds.



7: House of Sterling

Traced with veins of silver, the House of Sterling stands out among the low, rambling buildings of the Drowned Quarter. Black silk drapes the entryway, and music echoes from within the hall's vaulted chambers.

Nestled between the noble houses of the Dust Quarter and the docks, both of which provide a steady stream of customers, the House of Sterling is the Veiled League's public headquarters. It is a showy tower of dark, silver-veined stone decorated with black silk pennants. Within it contains pleasure dens of every description. Magically guarded against spying to guarantee privacy, each of these chambers reconfigures to suit the particular tastes of a client.

The House of Sterling also serves as an information and military hub for the Veiled League, as well as a meeting place for the Veiled Council. The Roost of the Monger is the hub of the system. Smaller posts, located within establishments that offer other Veiled League services, serve secondary functions in the network. Scribes, clerks, messengers, and spies work in the House of Sterling to maintain the league's vast information network and records. Private soldiers guard the workers and the information. However, most employees here toil to fulfill the wishes of Veiled League clients.

Some of the members of the Veiled League have the ability to know the precise nature of a patron's desires from the moment of meeting or after only a brief interaction. Such members are invited to work in the House of Sterling, while their less skillful colleagues ply their trade in every other corner of Gloomwrought. Throughout the city, league members have private storefronts and rented rooms. Services offered in these secondary shops fail to match the elegance of those in the House

of Sterling, but they are also less expensive. A simple credo guides the Veiled League in this distribution: "For everyone a vice, and for every vice a price."

From the House of Sterling, the Veiled League has served the citizens of the city, both noble and low, for centuries. The act of providing its services has made the league privy to some of Gloomwrought's best-kept secrets. Those who seek scandalous gossip about a rival can attempt to purchase it by visiting the House of Sterling. The league, however, remains scrupulously neutral and is always on the lookout for a better deal. Before selling any secrets, the league dispatches a messenger to inform the subject about the potential buyer and discover how much the subject is willing to pay for the league to keep its silence.

Veiled Troubleshooters (Hook): Once in a great while, a member breaches the Veiled League's information-sharing policy for the promise of a large reward. Tarnishing the Veiled League's reputation in this way earns the informant retribution from all sides. Some sensitive secrets about Ignatius Viggario, a lesser noble, have become public knowledge. He blames his favorite courtier, the renowned Talaeska. The shadowborn elf swears that she has never violated the tenets of the Veiled League, and that some other informer is framing her.

In a case such as this, the Veiled League might hire what it calls "impartial troubleshooters" to investigate the problem. To defend Talaeska, the characters need to navigate the clandestine society of the Veiled League, drive off assassins, reveal the truth, and determine whether Viggario instigated any violence against the organization. For revealing the reality of the situation, the troubleshooters can earn an ally in the Veiled League and safe haven within the House of Sterling.

SHANGHAIED

The Shadowfell's seas are treacherous, and a ship, even on a short jaunt, faces the loss of crew. Storms, pirates, sickness, and madness take their share of sailors. On rare occasions, a crew member disappears in the night, leaving behind all possessions and a bunk that needs filling.

The sailor's life is far from enticing in the Shadowfell. Hiring crew members the legitimate way can be difficult. To bring rosters back up to full strength, unscrupulous captains have a more direct method of recruitment. When a ship arrives to restock and resupply in Gloomwrought, the captain and boatswain haggle with the locals for supplies and repairs . . . while other crew members help themselves to humanoid resources.

Teams of sailors form into press-gangs, then linger inside or outside a busy tavern. The Drowned Quarter has several such establishments. Some gangs ply marks with strong drink, and then bring the drunks aboard ship when they are unable to fight back. Others take more direct action, waylaying the careless in alleys.

Those who have been shanghaied wake to find that they have been chained to an oar or locked up with other reluctant sailors. Only when the ship is at sea do such prisoners receive any semblance of freedom.

A crew member who begins a sailing career as the victim of a press-gang can rise within the ranks of a crew. The ill-famed pirate Crahern Blackclaw was once a shanghaied oarsman. Now the dragonborn commands a small flotilla of ships and a merciless reputation.

In Your Campaign: It's doubtful that a press-gang is willing to attack paragon tier characters. Sailors are unlikely to believe they can defeat formidable and reputable adventurers. But the characters could engage in a running fight to save a friend or an innocent from being shanghaied. Failure leads to a longer rescue mission. Alternatively, you could start a whole lower-level campaign wherein the characters begin as shanghaied members of a crew on a vessel that goes to the Shadowfell and, eventually, to Gloomwrought.

PLAZA DISTRICT

The Plaza District is the economic center of Gloomwrought. New goods arrive at the docks and, assuming they are destined for no other place, they're carted up to the markets here. Restaurants and storefronts, each containing a little bit of the fiscal fuel that keeps the city running, line the streets. On many a corner, a peddler stands with a cart or a stall of wares, adding calls for customers to the low din that permeates the quarter.

Of all neighborhoods, the Plaza District sees the most foot traffic in the city, and the buildings here reflect the constant flow of people. A store frequently packed with patrons might shift and grow over time, swelling to accommodate the crowds. Peddlers and buyers alike see an expanding storefront as a positive sign. Conversely, shops that lose their consumer base droop and rot from within, or lean precariously over passersby as if trying to gobble shoppers up off the street. Merchants compete fiercely to avoid such a fate.

For anyone who needs anything, be it an item or a bit of information, the Plaza District is a good place to start the search. The mighty and influential must take care, however, since hazards await unwary customers. Gloomwrought's interwoven political structure is no weaker here, even though the constant flow of trade obscures it. It's possible to make new friends—or enemies—through one's choice of stores, items, and trading methods. A shopper can leave the Plaza District with more than he or she bargained for.

1: Plaza of Gargoyles

A large bazaar occupies the center of this plaza. Around the edges, restaurants and taverns hang their signs out into the square. Many of the people passing through this grand court do so with eyes lowered. Despite the throng, a hush pervades the area, as if sounds die only feet from their source. From the rooftops, the statues of hulking winged humanoids watch like hungry beasts.

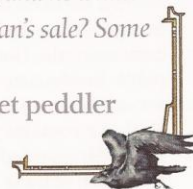
The sweeping Plaza of Gargoyles is an imposing sight. This is where a large portion of the citizenry comes to do business, to meet friends and associates, and to procure gear to face the dangers outside the city's shifting walls. Crowds of buyers fill the area. The bulk of the action takes place at the center of the square, but nearby eateries and shops also do plenty of business.

Gargoyles of various shapes and sizes crowd the roofs overlooking the area. These figures leer at the scurrying creatures beneath them. A great number of these seeming sculptures are just that, able to move only as much as the rest of the city's architecture. Some, however, are actual gargoyles that Prince Rolan has bound into service to watch over the plaza and keep the peace. Perched always at the north end of the plaza is the brooding stone shape of Golthor (page 119). Golthor is the leader of the living gargoyles here, the one



"Take a man's boots, and he'll hate you for a month. Take a man's wife, and he'll hate you for a year. But take a man's sale? Some things just aren't done!"

—Jerek, market peddler



that struck the bargain with Rolan. He rarely patrols with the others, waiting and watching for a reason to break a pact he now sees as unjust.

At midnight each night, nearby alehouses disgorge their patrons into the streets, and the square empties of most life. Those too drunk to stumble home, or to a late-night bar in another neighborhood, might pass out in the plaza. The watchful gargoyles offer a little protection from thieves and sailors looking for easy marks. Lucky drunkards awaken when merchants bring deliveries from the docks in the morning. Unlucky ones, victims of their own decadence or a sneaky attacker, die in the gutters.

Death from Above (Encounter): The gargoyles are generally poor guardians, and they often treat their duty as a chance for fun. Any open conflict is likely to draw a few from the rooftops, since their main obligation is to stop any fighting. During any clash within the plaza, these gargoyles consider all combatants, other than their fellow gargoyles, to be enemies. They swoop down to attack or hurl stones at random combatants. Since they are out only for amusement, the gargoyles retreat if they meet too much resistance or when one side is defeated. If this latter possibility occurs, the gargoyles congratulate each other on a job well done and warn the victors against further fighting.

Chaos in the Square (Hook): The plaza gargoyles have recently become more aggressive, occasionally striking out at merchants or customers who were merely engaged in verbal disagreements. These attacks are affecting visitation to the market and, thereby, trade.

The merchants want something done, but the Deathless Watch isn't yet concerned enough to intervene. One or more of the vendors might hire the heroes to work as a security force and quell any uncalled-for gargoyle attacks, or to find out the reason for the gargoyles' new behavior. That reason is probably rooted in the fact that the gargoyles are increasingly more frustrated over their role in the bargain that Golthor struck with Rolan. Could Golthor be in danger of being unseated as their leader?



PLAZA DISTRICT

City Market

This haphazard combination of open market and street fair offers food, gear, amusement, and other wares. All sorts of goods, mundane and exotic, are on display along the narrow aisles. Peddlers constantly jockey for the best positions, so the market's layout is as impermanent as that of the rest of the city.

Vendors of all stripes sell their wares here. Minor merchants petition directly to passersby. Successful vendors rely more on their reputations to bring patrons to multiple stalls or a large pavilion. Wholesalers with full ships or stocked warehouses strike deals with the business owners. If an item can be found in Gloomwrought, and a customer has the money, that item can be acquired in this market. That's what the street gossip says, anyway.

Peddlers that cluster outside the bazaar and pack its narrow aisles are less lucky in position and resources. Most of their goods are mere curiosities of no use to the adventurous sort. One might offer smooth stones purported to be from the Feywild, and another could have knives supposedly shaped from the shards of a death giant's axe. Such wares are frequently of dubious origin, no matter how loudly the sellers affirm otherwise.

Those who dawdle too much in the presence of peddlers do so at their own risk. More than one supplements his or her income with the aid of cutpurses. The peddler distracts the quarry, and the thief makes off with the grabbed loot. Even if the victim is aware of the

theft, finding a pickpocket in the roiling crowd is hard, and open fighting attracts gargoyles.

Carradh Pavilion (Encounter): One vendor stands out because it is the biggest, and because it bears the crest of House Carradh. The merchant house has the largest presence in the market, as befits the house's reputation. House Carradh's tent sits at the center of the plaza, and repeat visitors to the market soon realize it is the only establishment that keeps its place day in and day out.

Separate tables with basic metal goods sit around the pavilion's outside, and the finer merchandise is on display inside. The Iron Lords sell all sorts of tools, implements, and weapons, including those of a magical nature. One can even order large amounts of metal, or have metal items fashioned or repaired in this tent.

The pavilion's guards watch for any sign of theft or trickery. With brutal efficiency, they protect Carradh's wares and those who hawk them.

2: Harskel's Emporium

A sprawling three-story building with an open storefront dominates this street. Well-dressed customers inspect mannequins wearing elaborate suits of ceremonial armor, and clerks wearing the crest of House Harskel scurry to assist them.

If the City Market makes life in Gloomwrought possible, then Harskel's Emporium is what makes it worth

living. House Harskel dominates the city's trade, and with good reason. Through extensive connections, the Harskels bring rare items and striking art into Harskel's Emporium, where the wealthy lust after the merchandise. For adventurers, the emporium deals in magic items of all kinds, as well as useful tools such as maps and guidebooks.

Acquisitions experts at the emporium are always on the lookout for new and interesting products. With the resources of House Harskel at their disposal, they can afford to outbid other would-be buyers for an article the shop must have. Unique items that the adventurous discover in their travels are likely to fetch the highest price at Harskel's Emporium.

Clerks carefully track sellers, purchasers, and acquisitions, and send their records to the Hall of Ledgers in Harskel Acropolis. The Harskels use this information to determine who is prospering and who is in dire straits. Careful analysis of the ledgers has helped the merchant house constantly improve its political position in the city. The Harskels know a bit about everybody's business.

This collection of intelligence has given rise, in some quarters, to concerns about just how much the Harskels know. A few noble houses, the Carradhs in particular, have tried to use this issue as a rallying point against House Harskel. Just to stay off the record and avoid conflict, some nobles smuggle in their own goods or deal with the duplicitous Treyvans. A few items, however, only the well-connected Harskels can hunt down.

In addition to merchandise, Harskel's Emporium sells space to independent contractors offering high-end services, such as ritual casting and knowledge of areas in and near the city. For the right price, a guide can be had to lead someone to the Darkreach Mountains or through the labyrinthine Undercity beneath Gloomwrought's streets. A guide to Letherna might even be found here. These contractors have various specialties covering nearly every possible need.

House Harskel certifies and endorses all of these contractors—but staking their reputation and fortune on the performance of outsiders is not something the Harskels do lightly. When a contractor fails to live up to the Harskels' endorsement, the least severe punishment is expulsion from the emporium. Those who defy the house in truly spectacular fashion sometimes disappear for a time. Rumors say that such wretches end up at Harskel Acropolis, where they must work off the dishonor they brought to the house's name. They return months later, dazed and uncertain of what happened to them, if they return at all.

The manager of the emporium is Pollivar Harskel, eldest son of Dedrek Harskel. As the future head of the house, Pollivar must run the business and learn everything one can know about the family's operations. He is extremely intelligent and has overseen many improvements to the emporium during his term. For spying

and security, Pollivar even had scrying runes, similar to those that Dedrek uses in the acropolis, inscribed here.

Following the Money (Hook): Krikus, a duergar member of House Treyvan, recently purchased a potent and ornate crystal ball from the emporium. Given the amount of money involved, Pollivar suspects Krikus was acting as an intermediary for someone. He wants to find out who now holds the item so he can complete the information in the Harskel ledgers. Pollivar is willing to pay extra to know what the new owner doing with the crystal ball. Following the item's trail could lead to a confrontation with House Treyvan, but its true end is within House Fellwroth. Are the duergar of Treyvan working with Vargas Fellwroth, or is Krikus acting alone?

3: Merchants' Row

Various small trading houses front this boulevard. Lesser merchants, dwelling in the shadow of the Harskels, own and run these markets. From general stores to specialty shops, these establishments make money supplying lower-priced versions of the ordinary items in the Harskels' inventory.

All the merchant houses not associated with the Harskels trade their wares along the streets of the Plaza District. The shops down Merchants' Row cater to Gloomwrought's less wealthy or less choosy citizens, or those who refuse to deal with the Harskels. The stores in Merchants' Row offer everyday goods of a higher quality than the fare in the City Market.

These lesser merchants compete fiercely, sometimes engaging in price wars, which can escalate into violence and sabotage. Such conflicts are short-lived and quickly forgotten—it's just business, after all.

The privacy-friendly nature of these stores makes each one an excellent place for passing messages. Several belong to or are affiliated with the Veiled League, but a number are independent. To avoid the eyes of the Veiled League, agents of various factions sometimes use these independent shops as drop points and meeting places.

Ecstasy of Goldhammer (Hook): Goldhammer General, a supply store run by the Goldhammer dwarf clan, is a popular stop for those heading out of the city. The Goldhammers sell a fine selection of equipment that includes anything an adventurer might want, even quasi-legal items such as lockpicks. Members of the family do much of their smithing and metallurgy on the premises.

Like the Harskels, the dwarves take careful note of who is buying what and heading where. Their secret ledgers are far more accurate than those the guards keep at Gloomwrought's gates. Unlike the corrupt guards, the Goldhammers accept no bribes to forget any of what they've learned.



PLAZA DISTRICT

Gepp Goldhammer, head of the clan, has a new consort named Miren. She moved into the Goldhammer household recently and brought a personal entourage, including bodyguards, with her. Reidar, Gepp's son, is suspicious of Miren because of her libertine nature and her lack of family or social ties. He asks the characters to look into the matter. Investigation uncovers that Miren is a succubus with both mortal and fiendish servants. She aims to use the Goldhammers' wealth and family members to support a devil cult in the Temple District.

Fizbarn Market (Encounter): One brightly lit and brilliantly colored storefront belongs to the Fizbarns, a house of halfling merchants. Until recently, the house was a minor player in Gloomwrought. It has risen to much greater prominence since the discovery of the Lightwell (page 43). Easy access to the planar crossing allows the house to import produce and other foodstuffs into the city from the world, the quickness of the transport preventing the Shadowfell's dulling influence from soaking into the food before it's sold. Servants of the city's upper crust and runners for local restaurants pack Fizbarn Market nowadays. As a result, the Fizbarns have become a major commercial force, by trader standards, almost instantaneously.

4: The Steps

Down these thoroughfares are rows of modest homes, quarters to Gloomwrought's working class. The apartments crowd the streets, and among them, people gloomily go about their business.

Near the edges of the city, cheap housing abounds. Although members of the upper class call it a slum, the area called the Steps is pleasant compared to the Shattered Isles and the wretched conditions there. Just as subject to Gloomwrought's mysterious shifting as other structures in the city, houses here can quickly change shape.

While some work, others steal. In the Steps, some do both. Plenty of the residents supplement their income with con games or simple theft. Peddlers and petty thieves can be one and the same in Gloomwrought, and dishonest folk slip between the two professions with ease. For these people, living in the ever-changing Steps is a boon. When a swindle goes wrong, or when a former mark shows up looking for answers, a criminal can use the territory to his or her advantage. The skill challenge **Rooftop Chase** on page 14 of the *Encounter Book* provides guidelines for a pursuit that takes the adventurers across the city's malleable landscape.

Savvy residents know how to read the changing of the buildings and turn it to their advantage. Shifting blocks can be like stairs a fleeing thief might use to run up to the rooftops. The route can disappear as quickly as it forms, leaving pursuers looking up in frustration. Meanwhile, the grifter or pickpocket can dash across roofs, then slide down on the next block, ready to go back to work.

Intercepted Plans (Hook): While they are in the Steps, the characters come upon several members of the Ghost Talon (page 100) beating Kalus Sunbearer, a male human who is wearing the symbol of Pelor. Around him are several dead members of the Hooded Lantern. Upon seeing the characters, the Ghost Talon thugs attack. If the battle turns against the shadar-kai, one of them tries to escape with a scroll case Kalus carries. The scroll details the Hooded Lantern's discovery of and plans to raid a Ghost Talon hideout, a task Kalus might ask the characters to take on.

5: Trip's

The windows of this rickety building—hardly more than a shack—are shuttered, a clear sign that the inhabitants do not welcome observation. A street denizen carrying a bundle slips inside the place every few minutes. Those who go in emerge again moments later without their packages.

Trip's is somewhere few people end up by accident. It is difficult to stumble upon this hovel without meaning to do so, and anyone who does seldom receives a warm reception. Although Trip's is nominally a pawnshop, the place's true clients are criminals. Trip's real

business is the trafficking of stolen goods. Anyone who arrives without that sort of business to conduct is likely to receive the gift of a knife in the ribs from the shop's proprietor, Triptam, or one of his associates.

A native of the Steps, Triptam learned to operate within Gloomwrought's sordid underbelly at a young age. He was one of the best thieves in the city. After a series of adventures as the architect of an infamous crime wave, he settled down and set up shop to buy and sell the assorted unusual items that those involved in a life of theft commonly acquire.

Interesting items of all sorts end up at Trip's. Just about any stolen object of significant value eventually passes through its doorway. Triptam resells most merchandise quickly, relying on his contacts throughout the city. The retired thief still has the same eye for treasure that made him great, and he occasionally holds onto something for himself.

Hot Possessions (Hook): Triptam's shop has been closed for two days, and the proprietor is nowhere to be seen on the streets. A few people have disappeared during this time, each of them last seen heading into or past Trip's. Triptam recently acquired an assortment of ancient golden skulls, part of a shipment of goods meant for a group of demon cultists. As Triptam and his associates were sorting and repacking the objects, red runes appeared on each skull and a demon emerged or possessed the holder. The demons, along with the possessed Triptam, are preparing to emerge from the shop. Meanwhile, the cultists are moving in to collect their property.

6: Six Crowns

Just up the street from the Plaza of Gargoyles stands Six Crowns, an unassuming two-story building with a worn sign hanging out front. Inside, visitors sit at tables or the wide bar, a mug in nearly everyone's hand. A surly human with a scar down his face stands behind the bar.

This watering hole is the most popular spot for visitors from the world. The cosmopolitan atmosphere certainly helps bring in plenty of patrons, but the real reason for the tavern's fame is the in-house brewery. Crown Ale, the house drink, is a potent brew that might be more likely found in a dwarf town. This little slice of home makes Six Crowns extremely popular with dwarves, but anyone homesick for the tastes of the world comes here.

One of the most nostalgic is Herken, the dwarf who owns Six Crowns. He tells daring tales of his past as he passes through the common room, where he loves to mingle with his guests. In addition to being the brewmaster, Herken is a crafter of no small ability. His locked cellar holds special items and elaborate contraptions aside from the brewery's works.

The bartender, Glenrick, also acts as the bouncer when patrons become too rowdy. Like Herken, Glenrick saw plenty in his former career as a venturesome

warrior, and he's willing to swap war stories. He earned his scars during his time with the Crimson Sashes, before he parted company over a money dispute. He wanted higher pay, but Balaren beat Glenrick in a duel, scarring his face, and then cast him out of the mercenary group. Glenrick still harbors bitterness, and he has little love for the Crimson Sashes or the company's tiefling leader.

Protect the Beer! (Hook): Dwarven businesses have been targeted by saboteurs recently, and now Herken has received threats against his brewery. Someone poisoned a few casks of ale, making the customers sick and scaring off patrons. Whoever is trying to put Herken out of business needs to be stopped. Those who are able to find the culprits and put an end to the threats are sure to have a new safe house at Six Crowns, and as much free Crown Ale as they can drink. Perhaps Ghost Talon shadar-kai are at work in the Steps.

Sabotage at Six Crowns (Hook): Herken built his reputation as a crafter on his work for several noble houses. His current project is a commission directly from Prince Rolan. A dull table in Herken's workshop looks unimpressive until one looks closer to see thousands of runes inscribed upon it. Rolan believes that the finished device should be able to amplify necromantic rituals.

Herken knows the table can be used only for no good. The dwarf wants to be free of the project, but he also wants to avoid the prince's wrath. He hires the party to break into Six Crowns after hours, and to destroy the table and everything associated with it. The task is not as easy as it sounds because the Deathless Watch is keeping an eye on the tavern to prevent just such an occurrence. That problem is only the beginning of the troubles for the characters—and Herken—if Prince Rolan learns the truth about their mission.

7: Isle of Stars

Just off the shore of the Plaza District, an island provides ground for great mansions that have mirrored façades. Lights on the isle reflect off the nearby water and buildings like dull stars dimmed into muted constellations.

Those living in the Shadowfell welcome any opportunity to fend off the depressing effects of the plane. On the Isle of Stars, this desire is taken to its extreme. No expense is spared to keep the shadows at bay. Streets are lit at all hours, and the mirrored surfaces of many of the buildings are designed to spread the illumination enough to drive the gloom away. Despite these efforts, the lights are never as bright as they should be, and the mirrors return only a pale imitation of the glow they might reflect in the world. Far corners stay just out of the radiance, and enough shadows linger to hide threats.

Still, such a display can be seen nowhere else in the city. The instability of the city's architecture makes a

large investment in a home a foolish risk in most areas of Gloomwrought, but those on the Isle of Stars have made a point of flaunting their wealth since the isle's creation. Years ago, Starla Novenger, a newly arrived noble, noticed that the Shattered Isles were less susceptible to the strange shifting of the city's features. She paid an enormous sum to have more land raised on the opposite side of the harbor. This new island is less stable than the isles in the Ghost Quarter. Even so, new arrivals here pay dearly to stake a claim, make or purchase lavish homes, and beat back the darkness.

Traditional nobles of the Dust Quarter frown upon the excessive shows of wealth on the Isle of Stars. After generations under the influence of the Shadowfell, the Dust Quarter nobles have become staid. They prefer to cope with the plane's effects through conventional lifestyle habits rather than by confronting such effects directly. The "new money" on the isle laughs publicly at the conservatives, all the while secretly coveting the loftier status of those within the Dust Quarter.

Working Vacation (Hook): Balaren, the leader of the Crimson Sashes, invites the characters to a soiree at his mansion on the Isle of Stars. During the event, the tiefling approaches the characters about a job. Three of his employees went on a detail, escorting a client into the Darkreach Mountains, and they have been overdue to return for more than a fortnight. Three more Crimson Sashes, sent four days ago, have also failed to report back. The original squad's charge could have led them into an ambush, or a natural disaster might have trapped both groups. All remaining hands are at work in the city, so Balaren needs someone from outside the group to find out what happened. If the characters succeed, he might offer them positions as auxiliary members of the Sashes.

8: The Lightwell

Just as places of deep shadow in the world can become shadow crossings to the Shadowfell, so too can a place of intense light create a portal in the other direction. On the Isle of Stars is a mysterious dome in the garden of the Fizbarn mansion. Inside is the Lightwell. It looks like little more than a grassy hillock with thirteen mirrored lamps meticulously focused on a small stone plaza.

The Lightwell was a curiosity that Fizzet Fizbarn, the Fizbarn patriarch, enjoyed as part of his garden. It was originally thought of as a bright spot in the Shadowfell and a selling point for the manor. Its true nature became apparent by accident one day. Several workers setting up magic lamps to help the nearby grass grow disappeared through the portal. They came back and reported what had happened.

Fizzet quickly commissioned three wizards to shore up the planar crossing, and they recommended intensifying the light to ensure successful passage. The Fizbarns then hired more laborers to

place permanent lights and erect the dome. Instead of a place for parties, the garden became a source of considerable wealth and power. When the lights are illuminated, the veil between planes is pulled razor-thin and passage to the world is reliably possible.

Fizzet's fortunes in the city have dramatically improved due to the Lightwell. Sales of food and other fresh merchandise from the world pour money into the Fizbarn family coffers. But with these riches has come some unwelcome attention. The prevailing merchant houses are determined to fend off another rising star, and they have attempted to buy, cheat, and fight their way into the Lightwell. Other factions covet the portal as well, seeing it as a potent tool in their quest for dominance.

Fizzet has fended off all comers so far. Impressive magic wards and guardian beasts now protect the mansion, proving that the halfings can and do use the Lightwell for moving more than just trade goods.

Green House Guests (Hook): The Lightwell opens in the world near a dryad's grove. Cheldria, the dryad, sees the portal as a leak of shadow into the world, and she wants it closed. After gathering allies, she invaded Fizbarn mansion. Cheldria and her friends have taken over, and they have turned the magic and beasts guarding the Lightwell against the Fizbarns. These intruders now threaten to destroy the manor and the family fortune.

Fizzet frantically contacts the characters about defeating the invaders before they ruin his home and business. The characters might even be able to negotiate a mutually beneficial solution if they can convince Cheldria that the portal is closely controlled. A representative of one or more factions might also speak to the characters, offering a reward for information on the mansion's layout and defenses.

IGNOBLE CONFLICT

The merchants and other rich folk on the Isle of Stars envy the power of the old guard in the Dust Quarter, and they aspire to such standing themselves. The old houses fear for their positions and protect them at any cost. Resentment brews on both sides, the Shadowfell's insidious influence fueling the negativity. As mentioned before, the characters are likely to encounter members and allies of numerous groups. Even if the characters feel no pressure to choose a side, the quests they accept and the people they befriend can make the choices for them in the eyes of others. Trying to walk a middle-of-the-road path might result in more enemies than friends.

9: Roost of the Monger

Like the crow's nest of a giant ship, the Roost of the Monger stands near the intersection of the Plaza District, the Drowned Quarter, and the Fettered Ward. Two statues of humanoids, perhaps shadar-kai, stand back to back and hold the wider top of the tower aloft on their upraised hands. Steady streams of messenger animals and cloaked agents come and go from the spire.

The heart of operations for the messengers and liaisons of the Veiled League, this building is an elegant five-story tower adorned with giant statues carved in the shape of ravens clutching scrolls. Five lifts, with league soldiers manning them, ferry passengers from the streets up to the tower's chambers. If the agents within feel they are in danger, they hoist all the elevators, effectively cutting off easy access to the building. The chains on which the elevators ride are barbed to serve as an impediment to climbing.

Inside the top of the tower, a central hall features two statues of the Raven Queen, also standing back to back, in her guise as the deity of fate. Street stories have it that the Raven Queen seals contracts made within the sight of these statues, and ill fortune finds any individual who breaches such an agreement.

Surrounding the central hall are rooms filled with shelves of rolled parchments. These scrolls contain messages entrusted to the league for distribution, organized according to the major districts of Gloomwrought. Parcels, commended to the league and awaiting delivery, are stacked in similarly organized rooms.

Untold volumes of secrets fill these papers and parcels. To prevent the unscrupulous from learning such secrets, the Veiled League uses a complex code to write out its records. All agents learn to translate these coded messages, and swear to protect the code, even to death. The best a thief could hope to escape with is a batch of indecipherable messages and a few minor valuables.

Most assume that the tower, having no apparent living quarters, is named to honor the leader of the Veiled League, but the Monger's lair actually is within the Roost. In her draconic form, Ushawabti lives in the chambers at the top of the tower. A shaft, fitted with an elevator sized for humanoids, passes through the tower base and emerges between the central hall's Raven Queen statues.

Prince's Eyes Only (Hook): In the back alleys of the Plaza District, the characters stumble upon a shadar-kai courier of the Veiled League. Mortally injured, she seems to have been trying to get back to the Roost of the Monger. She holds a scroll out toward the characters and dies, her last wish unclear. "Prince Rolan's Eyes Only" is written on the scroll above its seal. Her attackers show up at that moment.

FETTERED WARD

The Fettered Ward, Gloomwrought's entertainment district, spans the north end of the city. Spectacles arise on every corner, and intense sensations lurk down every street, captivating the mind and the senses. Bizarre sights are common, and dark thoughts are brought into the dim light and made real. Many experiences that can be had in the Fettered Ward might be frowned upon in other communities or, at least, shamefully hidden away. In the City of Midnight, however, people openly come into the quarter and openly take part. Concentrated diversion is life itself in the Shadowfell, chasing away the bitter grayness that soaks into the soul.

Buildings in the Fettered Ward reflect the passion of life in the district. They are more changeable here than almost anywhere else in the city, and their mutability more obviously mirrors the sentiments of the people. Storefronts take on an angry aspect, for instance, when vicious crowds storm into the quarter during the weekly hangings or the monthly gladiatorial games. Spiky horns sprout over doorways, and windows resemble clenched teeth. The environment feeds the citizens' frenzy, so that they reach their destinations howling for blood.

Permanent residents in the Fettered Ward, other than entertainers and other workers, are those who have sunk into the Shadowfell's dismal grasp. Steady exposure to the district's offerings has numbed these poor souls to stimulating effects. Such wretches must chase experiences that are more and more extreme just to fend off the decay of mind, body, and soul. Addicts beholden to acute sensations to keep them going, they can no longer live in a way that passes for normal in Gloomwrought. They are trapped. Bound in such a downward spiral, few recover.

1: Hanging Wall

Spikes jut from the top edge of the City Wall here like jagged fangs or claws, splayed in all directions. Dangling from several of these barbs are the corpses of hanged criminals, a ghoulish warning to would-be lawbreakers.

Each week, the Deathless Watch carries out the justice of Gloomwrought here in front of the people. It is a spectacle not to be missed, and hundreds of citizens gather for the show. Guards enjoy the attention. They ham up their parts in the work of stringing up prisoners and hurling them from the wall. More than half of these executions happen cleanly, ending with a broken neck or decapitation for the condemned. But the crowd really gathers to see executions that fail.

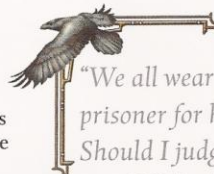
For a few of those to be hanged, the spike supporting the hanging rope bends or breaks under the sudden weight. It releases the convict. This is as good as a pardon to the guards, and they consider their duty done. For the prisoner, however, this is just the beginning. Still bound, he or she plummets nearly four stories, facing death again. Those who survive have to

deal not only with injuries from the fall, but also with the crazed throng of onlookers.

The crowd immediately sets upon the newly acquitted. Some spectators attack over the fact that the prisoner's survival lost them a bet. Others try to touch the survivor, hoping to claim a bit of death-defying good luck or bragging rights at the tavern that night. Instead of dying at the end of a rope, lots of prisoners perish in a press of flesh, unable to shield themselves from the mob. Despite the long odds and a potentially grisly end at the hands of a bloodthirsty multitude, most prisoners prefer the fall and the fighting chance.

Scattered throughout the crowd are bookies taking wagers on the fate of each prisoner. Bets come down first on whether the spike holds. Chants from each betting group spread through the mob during the buildup to a drop. If the prisoner falls, a spectator can make a wager on whether and how long the lucky one can survive. The payout is at least 10 to 1 if the prisoner somehow escapes death. If the spike holds, however, money changes hands again, with some gambling safer stakes on how long it takes the rope and its passenger to finally go still.

Hanging Fixed (Hook): Pharn, a tiefling pickpocket and street acrobat, has been to the Hanging Wall twice before. Both times his spike broke, and he survived the fall and the mob. Having become a celebrity, Pharn is coming to the wall once again this week, and everyone thinks he is sure to defy death once more. The characters have learned that one or more members of the Deathless Watch are orchestrating Pharn's escapes to collect on the bets going on at the wall. Further, a few others now have great sums invested in Pharn's death. These people aim to make sure Pharn dies even if the noose spares him. The characters might come in on either side, but protecting Pharn is likely to make them folk heroes and garner them some interesting enemies. Pharn might not even be in on the scheme.



"We all wear chains. Should I judge a prisoner for having his around his wrists? Should I judge you for those shackling your mind? I think not."

—Kryssa Halfheart,
owner of the Red Door



2: Avenue of Chains

Strings of metal links crisscross over the road like a net, creating a sort of second floor above the lane. At street level, entertainers such as fire-eaters and buskers occupy every corner, and open doors lead into dimly lit shops.

The Avenue of Chains runs through the heart of the Fettered Ward, snaking across the north end of the city from the Graveyard to the Carnival Grounds. Every block between bears the signature chains that give the road its name. Pulled across the street eight feet or more above the ground, the chain net creaks and rattles as it sways in the breeze. A colored banner hangs from the links outside just about every shop, indicating the business within. Yellow indicates a food vendor or an eatery, blue designates a crafter or a sundries shop, and red, the most common by far, signifies a pleasure den.

People who frequent the avenue use the chains overhanging the street for a variety of purposes. Skilled citizens walk on the chain nets to move from building to building without going down to street level. Practiced balancers can cross the chains at a run, or even hop from chain to chain. Those given to storytelling say that the chains shield patrons in their moments of excess from the eyes and hands of prudish deities. Some establishments magically utilize the chains to snatch thieves or entangle unruly clients.

Boisterous and belligerent customers are a common sight here, since some people develop cravings that are hard to satiate. Only the truly wealthy can afford to regularly indulge themselves at the House of Sterling, but other members of the Veiled League operate most of the red shops along this avenue and provide similar services for the masses. Each outlet focuses on one or two particular delights, and caters exclusively to patrons seeking such experiences. A client looking for a good time needs only to duck into an establishment, allude to the vice of choice, and pay up. Although most places aim to please the customer, arguments over price and services rendered are everyday occurrences.

3: City Jail

Near the east end of the street sits a blocky building only sparsely fitted with color. The chains over the street here are strictly functional, blocking escape from the windows and doors.

Gloomwrought's city prison is the temporary home of unfortunate souls who were too poor to bribe their way out of trouble. Prisoners are crowded into dank underground communal cells and can go without food or exercise for days at a time.



EVA WIDERMANN

The Deathless Watch shackles prisoners to the floors of their cells to await punishment, which most find at the Hanging Wall. While they wait, captives must endure those whom the guards allow, for a fee or as a favor, to have a walk through the jail. Such tourists hurl insults, garbage, and worse at the miserable residents.

Race to the Noose (Hook): Walking by the jail, the characters find a scrap of paper on the ground, apparently dropped from one of the windows. It has a location in another district written on it. As the characters ponder this, guards lead a string of prisoners out of the prison. One of the criminals, a half-orc, sees the characters with the note and shouts, "Go there! It's under the floorboards! I'm innocent!"

The guards silence him, but he looks back forlornly one more time. Can the characters find the evidence to save an innocent person? Or is this all some elaborate ruse to allow enemies to catch the party unawares?

4: Red Door

Bright red paint covers the front door of this well-kept two-story home, but no pennant hangs from the chains outside. People, patrons perhaps, come up to the door and knock. After a quick whisper to an unseen figure within, they move quickly inside, and the door shuts again.

One of the more popular stops on the Avenue of Chains is a large house that has no displayed name. No flag or sign marks it as a business. Nonetheless, figures come and go through its crimson entrance at all hours. The locals know it as the Red Door.

Madam Kryssa Halfheart, a half-elf who claims to be a widow and appears to have scores of friends, owns the house. These friends contribute willingly to the upkeep of the place and the wages of the accommodating servants who work within. Kryssa's sons, serving as guards, remove those who fail to donate, and then recommend that such ingrates stay away. Guests at the Red Door are expected to accept that among Kryssa's sons are a half-orc and a dragonborn, both of whom have uncounted scars. Visitors who express disbelief or even doubt that these could be her offspring are denied the house's offerings.

The exact nature of Kryssa's business is hard to summarize; she deals in everything from secrets to pleasure. Her web of connections is vast and carefully guarded. She is the absolute ruler of her domain, controlling everything that happens within the walls of the Red Door. She is, at the same time, mildly insane . . . or so it would seem.

To be welcomed into the Red Door, one must claim to be a friend of Niall Halfheart, Kryssa's late husband. Kryssa needs only to hear that assertion voiced at the door, whereupon she allows entrance to the visitor. In such fashion, a host of Gloomwrought's citizens have asserted their friendship for Niall Halfheart, but no confirmed record of that person's existence has ever been found. Someone who's good at picking up

information on the street should have little trouble figuring out that he or she can be a friend of Niall Halfheart, too, simply by saying so.

Kryssa always gives members of House Harskel a warm reception. She knows how vigilant Dedrek is about coin that passes through the family coffers, so she accepts no payment from scions of the merchant house who stop by to have a little fun off the patriarch's books. In return, however, she secretly takes her pick of the finest silks and other accoutrements from Harskel shipments. As a result, the Red Door is more lavishly appointed than any similar establishment in the district, which helps to explain its popularity.

Kryssa's unspoken alliance with the Harskels has made her a nuisance to other noble houses, but since her operation is extremely popular, action against her is minimal. She has few allies in the Veiled League, but the leaders of that organization leave her alone due to her public esteem. Kryssa resents that so much business flows to the House of Sterling and the Veiled League rather than to her home.

Homecoming (Hook): A half-elf claiming to be Niall Halfheart arrives in the city, and Kryssa halts operations at the Red Door in deference to her miraculously returned husband. However, a circle of "friends of Niall" soon contacts the characters. These individuals firmly believe that Niall is an impostor, although their theories are all conjecture. The only well-known fact is that, when the couple has been seen in public, Kryssa seems withdrawn and in poor health. Is Niall a vampire, a doppelganger, or the real person returned from the dead? Or is something more sinister going on, perhaps at the instigation of Kryssa's enemies? Those adversaries are sure to be displeased if the characters take actions that lead to the Red Door being reopened.

5: Tenebrous Cabal

One building on this block is almost too unremarkable, brazen in its plainness. It is a structure that fails to invite the eye of anyone who isn't looking for it, and shadows unnaturally gather around it.

Shadow magic is relatively rare in the mortal world, but in the Shadowfell it is a way of life. Those who dabble in these arts create a connection to the Shadowfell, just as druids and barbarians create ties to primal spirits in the world. To some, the skill to shape shadow comes naturally, but others must learn. This building, the headquarters of the Tenebrous Cabal, is one place to do so.

To be trained here, one must apply and gain acceptance. An applicant must perform one or more errands for the cabal, each mission assigned based on the candidate's current capabilities. It takes aptitude and remarkable confidence to accomplish even the simplest of these tests. Those who succeed become apprentices of the Tenebrous Cabal, able to study the skills of assassination, necromancy, and other forbidden arts. Those who fail might not live to reapply.



Some among the city's rich send their unfavored scions to the Tenebrous Cabal, hoping to improve the youngster's chances of survival and advancement in the dangerous games of the nobility. Graduates use their powers of misdirection and shadow manipulation to fulfill ambitions both personal and familial. Every success enhances the cabal's reputation.

As is true of noble families, the cabal follows a hierarchic structure. However, merit rather than birthright determines one's place in the hierarchy. Apprentices, also known as initiates, are lowest on the ladder. Those who prove worthy advance to journeyman status, and then to the rank of master. A member of any status can be a cabal agent. A cabalist of lower rank can gain a better position by outdoing one or more members of a higher echelon.

Within the guild house are rooms for housing the cabal's master instructors, staff, and guests, as well as ceremonial chambers for various uses. Other members must see to their own housing. Teaching sessions occur in secret locations inside and outside the city. Learning to make it to classes covertly is part of the training.

The Circle of Tenebrous Masters, most of whom are teachers as well as capable practitioners of shadow magic, sees to the running of the cabal. At the circle's center is the cabal's leader, the Grandmaster of

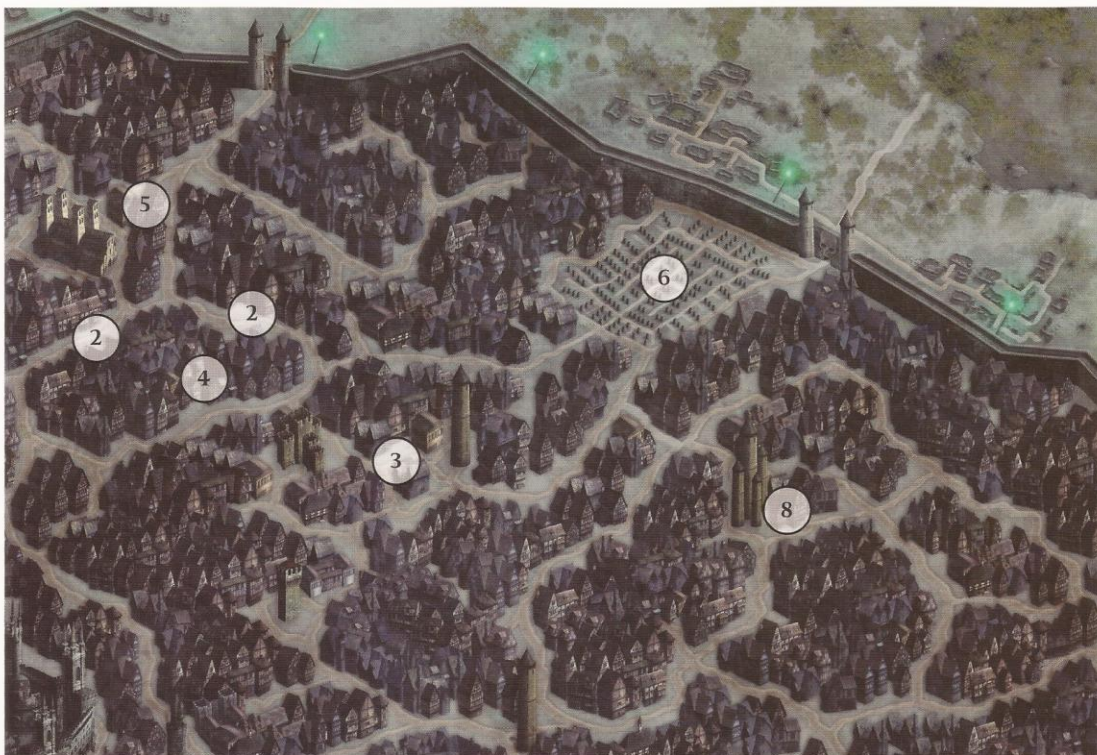
Shadows. Only one cabalist can hold the grandmaster title, and death is the only way a grandmaster loses this lofty position.

Teliko, a vampire, is the current Grandmaster of Shadows. In just a few years, he rose up through the ranks of the Tenebrous Cabal to claim the position. Teliko's rivals had a tendency to disappear. Many other masters believe he used unholy magic to swallow his enemies into shadow, stealing their knowledge and power. No one has yet proven these claims or dared to speak out against him.

6: Graveyard

The street runs through a ramshackle set of buildings, and a number of the figures moving among them walk with a shamble born of the grave. Others float just above the ground, a spectral glow lighting their translucent forms from within. Evidence of decay assaults all the senses.

To the chagrin of those who strongly revere the Raven Queen, as well as those who fear predation within Gloomwrought, undead can be found in the city as servants and citizens. Independent undead residents prefer to live in the Graveyard. This large section of the Fettered Ward is dedicated to sheltering and entertaining the living impaired.



The several blocks that make up the Graveyard appear worthy of the name. Even more than usual for the Shadowfell, color has drained away here, casting everything in a gray pall. Most buildings are in a state of advanced decay, sagging as rotting wood and broken stone give way. But even in this condition of extreme disrepair, the structures defy natural laws to remain standing, much like the undead that make their homes here. As with elsewhere in the city, occupancy, no matter how strange the occupants might be, keeps a building from collapsing.

Most undead that dwell in the Graveyard have forgotten the details of their former lives. The negative influences of the Shadowfell appear to have no effect on these creatures. In fact, the opposite seems to be true. Without fear of death holding them back or the troubles of life holding them down, Graveyarders are some of the most vital individuals in the city. Because they don't need to sleep, the undead keep the Graveyard active at all hours.

The living rarely visit the Graveyard, which can be one of the most dangerous parts of Gloomwrought. Most people worry about an encounter with ravenous undead, such as the Charnel Fangs (see "Grigori and Nikolai," page 120), a faction of cruel vampires. Some fear the wrath of the Raven Queen if they associate with those who have evaded final death. The only living

people who regularly pass through are those who have an interest in the undead. More than one necromancer makes a hidden home here.

Vistani travelers are notable exceptions to this rule. The wandering folk welcome the chance to treat with the undead. To the Vistani, those living in the Graveyard have changed from living to dead without losing their lust for life. Even though the Vistani acknowledge the Raven Queen, they equitably assume that any creature that continues on after death was destined to do so. They value the knowledge they find within the minds and the tales of Graveyard citizens. However, even the most intrepid Vistani knows to walk here with caution.

Grave Costs (Hook): Viveka Ulfydar, a human aristocrat and a disciple of the Raven Queen, contacts the party about her dead father, Gamel. She swears that Gamel has been seen wandering the Graveyard and lurking around the family home. That he is undead (or so she thinks) is disgusting to her. She wants him laid to rest, by force if necessary.

To fake his death so he could escape his debts, Gamel hired a Graveyard necromancer named Zelugos. The necromancer now controls Gamel, who falsely believes he is a zombie. Zelugos hopes to profit from this control. Gamel's debtors might be very interested to find out that he is still alive.

Legion of Risen Blades

A squad of well-armed undead moves along a street bordering the Graveyard. Acting much like guards, the soldiers that aren't mere zombies suspiciously examine all who pass.

Sentient undead have always been permitted to inhabit Gloomwrought, but their presence makes the living uncomfortable, to say the least. Zealous agents of the Raven Queen, such as the Ebony Guard, bear no tolerance for those who try to thwart fate and remain within creation after their time has come. Other do-gooders, paranoids, and vigilantes also want the dead returned to their final rest.

Graveyard's residents are aware of the risk of attack. They also have a responsibility to make sure that the life-craving undead within the area stay in check. Failing to do so might result in authorities taking up sword, flame, and astral light to drive the Graveyarders out.

Because of that possibility, some Graveyarders have formed a makeshift private army that they call the Legion of Risen Blades. The innate powers of these soldiers make them a force to be reckoned with. Furthermore, some members of the militia can be utterly destroyed only in particular ways.

Turaknal, a skull lord released from bondage when its master perished, leads the legion. The power of the Shadowfell has sustained Turaknal. Instead of dissipating, the skull lord persists in the Graveyard, where it has found a new sense of purpose. Turaknal takes its position seriously, and it relishes its influence in the Graveyard.

Fresh Recruits (Hook): Citizens from outside the Graveyard suspect that Turaknal has been recruiting for the Legion of Risen Blades by sending servants to kill the drunken and the helpless so that the corpses can be animated as troops. A few people think Turaknal is planning an attack against the city. The characters need to find out what's happening and what lines have been crossed. Depending on what the characters discover, they might need to take decisive action against the skull lord. If Turaknal is innocent, then a cult of Orcus, a servant of Vecna, or a corrupt necromancer might be at work.

7: Carnival Grounds

This open plaza is concave, its lowest point at its center. Seating lines the upper area. At the bottom of the bowl, wide stages are set into the ground, and workers are busy setting up small towers and other features for some event.

The Carnival Grounds comprise the largest open space in the City of Midnight. A natural sinkhole creates a bowl the size of two or three city blocks, and no buildings rise or can be built within. This fact doesn't stop the people of Gloomwrought from putting the plaza to use. Seating can be stacked on the collapsed cobblestones to accommodate hundreds of spectators, with

more people able to cram in behind them. Every vantage point is filled for the large outdoor events that play out here, from circuses to arena matches.

Each month, people come to the Carnival Grounds for gladiatorial bouts that the city authorities sanction. All of Gloomwrought embraces these games. Shadar-kai, in particular, savor the chance to fight, or to watch and wager. Anyone looking to raise the blood for an afternoon might be found at the public fights. Increasing the stakes for spectators, no barriers stand between the gladiators and the viewers. Battles sometimes spill into the crowd, or vice versa. Any onlooker can step up onto the stage and issue a challenge to the gladiators.

Most of the contestants on the official roster are criminals. Officials walk through the city jail a few times a month, looking for new recruits among prisoners eager to escape the Hanging Wall. Nobles or merchants sponsor other gladiators, providing these warriors with extra equipment and magical enhancements. Such branded fighters are another form of competition among the rich, one more way for them to jockey for prestige. Anyone who wants to fight can, so another group of gladiators consists of freelancers trying to make names for themselves. The best among these can earn sponsorship from a noble house or a wealthy trader, becoming branded career gladiators. Lucky criminals might do the same.

In stark contrast to the brutal fights and weird spectacles, a small, peaceful shrine to Avandra has its place on the edge of the Carnival Grounds. Citizens of Gloomwrought recognize Avandra's position as the deity of trade and, especially, of change. Although the grounds are out of the way for most citizens, the shrine is the site of more prayers than some of the grander institutions in the Temple District. Gella, an elderly and blind female halfling, is the shrine's official custodian; the faithful help keep her fed and the shrine in good repair.

Last Words (Encounter): The characters attend the games intending to talk with a particular gladiator afterward. Before they can do so, members of a rival house's team challenge the gladiator's squad. It becomes clear that the challengers intend to kill the informer before he can deliver his information. The characters must intervene on their contact's behalf, facing the opposing gladiators and the potential wrath of the spectators. Good tactics and savvy crowd management are required to save the day, as well as to receive the message during the armed intervention.



Vistani Visitation

Crowds of city-dwellers mill about, waiting for a signal from the brightly colored wagons pulled in a tight circle within the plaza. Suddenly, a man in a purple shirt bounds out of the largest wagon and up on the main stage. He throws fire into the air, and the crowd erupts into applause. The Vistani are finally ready for visitors.

Vistani caravans stop at Gloomwrought in their travels, and when the Vistani can, they camp on the Carnival Grounds. Although the nomads don't stay in one place for long, most clans make an exception for the City of Midnight. Here, like no other place, the people celebrate the Vistani.

A Vistani clan might appear mysteriously at one of the city gates, then march through the city purposefully attracting attention. Crowds follow the wagons through the streets, anticipating the opening of the camp. The festive atmosphere surrounding the Vistani draws city residents. Normally bright and loud, the Vistani are even more outlandish when contrasted with the Shadowfell's oppressive gloom.

More than one Vistani clan might come to the city at the same time. When this unusual event happens, it's time for a showdown. For such a meeting, the competing clan members perfect new skills such as sculpting animals out of fire or conjuring coins from thin air. Orators tell their best stories, and the crowd votes for its favorite. Acrobats bound from raised bar to raised bar, performing routines and offering to race anyone down the top of the Avenue of Chains. Both clans are winners in the larger spectacle their combined caravans make.

While Vistani are present in the city, anyone can meet and connect with them. Despite the public performances they stage, however, the enigmatic drifters are still aloof. Trade with them is still possible, but only politeness and persistence can earn one an invitation to the clan's fireside when the show is over.

No Wagon Left Behind (Hook): While speaking to the Vistani one night, the characters discover that the clan has suffered a great loss. Monstrous brigands attacked them as they crossed the Darkreach Mountains. The clan was forced to abandon a wagon of ritual components and mystic implements, as well as an elder and a few clan members. Supernatural power is obviously in the hands of the attackers, since the Vistani are having trouble retaliating. Anyone willing to help them is sure to become a great friend to the Vistani and, perhaps, one of the blood.

8: Ghost Hall

The unremarkable exterior of this building stands out as far newer than anything else on the block. Especially notable are the two shadar-kai standing outside, guarding the entryway.

At the northern end of the Fettered Ward, nestled among houses and tenements, stands a simple building harboring malevolent inhabitants. This is Ghost Hall,

the home and headquarters of an insurgent shadar-kai group known as the Ghost Talon (page 100). Ghost Talon members advocate the superiority of the shadar-kai, and they foment discord between shadar-kai and other citizens of Gloomwrought. Their ultimate goal is to claim the City of Midnight as the capital of a shadar-kai nation. In this pursuit, the group executes small missions throughout the city, attacking authorities and members of other races.

Ghost Talon missions are planned and overseen from Ghost Hall. As such, the place is well protected. The hall is never left unoccupied, and the Ghost Talon members are merely Ghost Hall's most visible defense. Traps and alarms line the windows of the place and unused areas within it, waiting for unauthorized visitors to trip them.

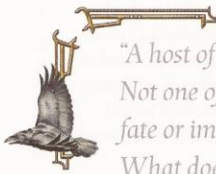
Ghost Talon operatives take captives if they think the targets can be ransomed or if they believe a mark has valuable information. Steel bars and warding rituals fortify cells in the basement. A would-be escapee must sneak past Ghost Hall's barracks before coming upon the front entrance.

The central chamber on the second floor is the most important area in Ghost Hall. All of the order's active missions are detailed on the parchments that cover the room's large darkwood table. A ledger kept under lock and ward details the past exploits of the Talon and keeps the names of all active and inactive members. The ledger notes all inactive members as deceased, having died either in the line of duty or because of their abandonment of same.

Fey Sparks (Hook): The inn where the characters are staying falls under attack. Ghost Talon members have come to slay an eladrin noble, Lefevra Ellynbon, who is visiting the city. The shadar-kai hope to sow strife between Gloomwrought's authorities and Lefevra's house in the Feywild. Ghost Talon warriors move through the halls, putting the building to the torch, while others attack Lefevra's entourage. A few Ghost Talon members wait outside to attack anyone who escapes the blaze. The characters can resolve the situation by extinguishing the fire, driving off the shadar-kai so that others can escape, and rescuing Lefevra.

Ghosting the Ghosts (Hook): Lefevra Ellynbon bends her will, alliances, and wealth to finding the Ghost Talon after the group's attempt on her life. She succeeds, but nobody in her entourage is up to the task of staging an assault on Ghost Hall. Lefevra turns to the characters, who might be her strongest allies in Gloomwrought. They must break into Ghost Hall. Barring destruction of the entire terrorist group, which is a tall order, Lefevra wants Ghost Hall ruined and all the faction's plans exposed.

TEMPLE DISTRICT



"A host of deities populates the heavens. Not one of them is outside the grasp of fate or immune to the cold hand of death. What does that tell you about who is greatest among the gods?"

—Alobard, Ebony Guard zealot



The City of Midnight might seem like a place of little faith. Its citizens crave stimulating experiences at all hours, and the melancholy atmosphere of the Shadowfell turns their thoughts ever inward. The plane can subdue religious fervor, but some people use their intense faith to beat back the malaise. Even so, religion in Gloomwrought always faces the threat of corruption. The overwhelming gloom can bring forth the worst aspects of organized worship.

Examples of these facts can be seen every day in the Temple District, home to all the city's major places of worship. The devoted have shrines scattered throughout the city, but the largest and grandest of those structures are here. When the city's religious residents make their way to services, they joust, using words as weapons. Debates escalate to quarrels, and all too often quarrels spiral into bloodshed. Truly fanatical worshipers measure their devotion in scars. The faithful relish the intensity of such conflicts, savoring them for the rush of passion they provide.

Aside from its various houses of worship, the Temple District is home to a large number of Gloomwrought's minority communities. Small neighborhoods dominated by particular races dot the area, frequently clustered around a temple of a deity or deities the race favors.

The district is in a constant state of racial and religious tension. Pressure applied in the right places has the capacity to keep conflict at bay or make seething rivalries boil over into open warfare.

1: Raven's Eyrie

Gloomwrought's temple to the Raven Queen, built from black marble with feather patterns carved over its surface, sweeps skyward. Statues of people bent under their burden hold the structure aloft. Three great towers rise from the temple, each shaped to resemble a different aspect of the Raven Queen.

The largest landmark of the district, Raven's Eyrie towers seventy feet into the air, well above the city's other holy places. Three temple spires soar higher still, to better give tribute to the Raven Queen's varying

aspects. On one, she is the weaver of fate, a faint, knowing smile tugging at her lips. Another tower shows her as the mistress of winter, her features limned in frost and icy tears streaking her cheeks. On the central and tallest spire, she is the deity of death. A cowl of feathers conceals her face—none but the Raven Queen truly knows how and when death might appear.

The Shadowfell is the domain of the Raven Queen, so it is fitting that she holds the highest status among deities in one of the plane's largest communities. This grand temple is a monument to her supremacy.

Even though the city's smaller shrines to the Raven Queen are far more accessible, Raven's Eyrie draws all the goddess's creatures. Ravens swirl about the temple. They roost in the tower rookeries when not delivering messages to the farthest corners of the Shadowfell. As creations of the Raven Queen, revenants and the occasional sorrowsworn can be found in the temple's black halls. Disciples from across creation make pilgrimages to see Raven's Eyrie.

Although the Raven Queen's followers flock to Raven's Eyrie, those who primarily worship other gods rarely do so. Few in Gloomwrought fail to offer a prayer to the Raven Queen now and again, but only the truly devout are willing to make the strenuous climb to this temple just for a moment's contemplation. Some believe that Raven's Eyrie is intentionally remote, and this is largely true. Synnobus, the first high priest, is said to have called forth the statues that hold the temple aloft as a reminder to the faithful. Those who are unable to climb to the sanctuary must admit to the weakness of their flesh and their physical transience.

The clergy of Raven's Eyrie, predominantly shadar-kai, are mostly natives of the City of Midnight or somewhere else in the Shadowfell. Nira, the current high priestess, is among these. Another group of disciples comes from among the orphans that Raven's Eyrie adopts (see the "Adopted of the Raven Queen" sidebar). Those who dwell in the temple welcome

ADOPTED OF THE RAVEN QUEEN

Charitable temples regularly take unclaimed children into their care. Raven's Eyrie is no different, but the orphans who come to this temple have particularly tragic origins. The devout who live within Raven's Eyrie take on the care of youngsters who have lost their parents. Those raised within the temple commonly become priests or temple soldiers, but they are beholden to no such duties. The relationship between an orphan and that child's patron is much like that between offspring and parent, and it can range from extremely close to bitterly antagonistic.



TEMPLE DISTRICT

anyone who makes the climb to its doors, but an air of superiority lies beneath this apparent openness.

Within the temple are a few sects. One calls itself the Daughters of Death. This group opposes those who have lived beyond their allotted time. It also gives final rites to the recently departed, preparing the soul to meet the Raven Queen, and organizes the construction or appropriation of crypts in the Undercity.

Another popular group is the Enveloping Shadow, which focuses on adding new believers to the church by any means necessary. Members also combat the influence of other deities in Gloomwrought.

Most members of the Ebony Guard, the temple's soldiers, belong to the sect known as the Enveloping Shadow. These warriors come from among every race, because temple orphans regularly join the Ebony Guard's ranks. They are belligerent and fanatical, all too willing to use their abilities to persecute other gods' followers.

Deathless Abomination (Hook): The Daughters of Death are sure that Prince Rolan has lived well beyond his appointment with final fate. The group wants independent agents to discover the prince's method of extending his life and keep him from employing it further. This task involves learning more about Prince Rolan, interfering with supply deliveries to the Deathless Palace, and confronting the prince's agents. The

conflict might go all the way to the throne, and it's sure to involve other factions interested in achieving ultimate power in the City of Midnight.

Sorrowmere

At the heart of Raven's Eyrie, beneath the central tower, is the Sorrowmere. It is a circular basin cut in the floor, filled with a viscous red fluid said to be the last of the blood shed by Nerull when the Raven Queen slew him. She then consecrated the blood forever to her service as one of her first deific acts. When a devotee in Raven's Eyrie wants to ask the Raven Queen for guidance, the Sorrowmere is the place to go. With the help of others, the supplicant wades into the pool of blood, which quickly snakes upward to envelop the seeker's body.

When a disciple stands in the Sorrowmere, he or she also stands poised in an instant between life and death. For a few moments, the scales of mortal uncertainty disappear, and the unwavering clarity of the dead reveals hidden truths. A seeker always emerges from the Sorrowmere with an answer, although it is not necessarily the one hoped for.

This ceremony taxes the subject, possibly leading to his or her actual death. After receiving the Sorrowmere's blessing, a supplicant must rest for a long while. Some never recover. Temple authorities, therefore, tightly control the use of the pool.

In the past, ambitious priests immersed themselves in the Sorrowmere repeatedly, looking for answers to impossible questions. Repeated exposure to the blood can remove all mortal cares from one who survives, from eating to the desire to learn. Those who enter this state of mental clarity can answer esoteric questions, but eventually, one so touched by the Raven Queen wastes away and passes on.

2: Penance Square

Although no temples stand immediately nearby, this plaza is the hub of the Temple District. Scattered across the square are at least a dozen small crowds, each clustered around a preacher. Loud discussions are taking place here, and some look like they'll end other than peacefully.

Preachers of every sort bring the word of a deity, or of the gods in general, to passersby in Penance Square. This preaching sometimes consists of nothing more than shouting from a low platform. For such a proselytizer, that dais becomes a substitute shrine, which the street priest protects fiercely. Certain spots in the square have belonged to particular orators and their gods for years. In the square, a greater number of conflicts erupt over territory disputes than over genuine religious differences.

A desire for intense debate, rather than malice, gives birth to most philosophical jousting here. Words easily boil over into violence, however. Unlike the skirmishes on the Avenue of Gleaming Gems, these localized crusades are quick and brutal. Attacks occur without warning, the anger of a moment spurring them on. Penance Square is a wide-open space, but once hostilities begin, it becomes difficult to escape through the crowds. Those fleeing the scene can trample others underfoot, becoming a mob as deadly as the enraged zealots that started the conflict.

The most infamous uprising was nearly half a century ago, when a diabolist named Hozell led followers of Orcus out of the Shattered Isles toward Raven's Eyrie. With weapons, spells, teeth and fists, and summoned horrors, the cultists assaulted the crowds in Penance Square. In moments, everyone in the plaza was dead, dying, or rising from the dead. The cultists defeated wave after wave of temple defenders as they marched ever closer to the Raven Queen's stronghold.

Opportunistic looters began raiding buildings in the square, stealing and killing. Several structures exploded, perhaps from the city itself echoing the carnage. Many rioters perished in the blasts. Those who didn't die or escape faced Execution Dock. Citizens throughout the city went on a rampage searching for Orcus cultists. In what became known as the Great Purge, scores more died, some of them innocent.

Phantom Purge (Hook): The fiftieth anniversary of the Great Purge is coming. Word on the street is that the ghost of Hozell has appeared in Penance Square at

night. Fears are mounting that the diabolist intends to lead another assault from beyond the grave. The increasing panic could lead to another riot. To quell concerns and head off possible attacks, agents from one temple or another ask the characters to hunt down and destroy the ghost, or unmask the impostor, before the anniversary.

The investigation turns up the fact that Hozell was actually a Vecna worshiper, and it might even link him to the House of the Eye. His incitement of Orcus cultists was meant to destroy the followers of Vecna's deific rivals in the city. The ghost might be Hozell, looking for revenge on those who slew him or allowed him to die. Or the whole situation could be an elaborate plan to allow the House of the Eye to finish what was started five decades ago.

3: Aposkos

Emblazoned over the main entrance to this large building is the symbol of Erathis. Although it might have once been grand, the façade is worn and in need of tending. Faithful come and go, but most stay only a short while, offering a quick prayer before heading on.

As one of the few points of light in the Shadowfell, Gloomwrought has a natural place for Erathis within its shifting walls. The deity of civilization is a beacon against creeping shadows and barbarism, both of which the Shadowfell has aplenty. To honor Erathis and beseech her favor, early immigrants raised the Aposkos. It is larger than any district temple except Raven's Eyrie. During its early years, the Aposkos drew more worshipers than the edifice could hold, so grateful were citizens for protection against the Shadowfell's horrors. The temple grew in size, as is normal for a well-used structure in the City of Midnight.

Today, however, Erathis's influence is not what it used to be. Laws are lax, and the darkness inside the city can be worse than that outside. Prince Rolan's indifferent leadership makes Erathis's followers uncomfortable. Merchant houses reject the deity's philosophy of cooperation in favor of strife. Other temples of Erathis have disappeared as her believers have flocked to other deities. Even the Aposkos has fallen into disrepair. Light tremors have shaken the temple, and a Keeper hasn't been seen on the grounds for longer than most can remember. Despite the efforts of a dedicated group of priests, the Aposkos is becoming obsolete.

The temple's clergy is a mixed population, an accurate reflection of a cosmopolitan city. The head priest is Lirial, a half-elf originally from the world. Lirial was the second in command until recently, when the previous head cleric, Halver Justus, went missing. The oppressive power of the Shadowfell has affected Lirial strongly in his time here. His apathy and melancholy have contributed to the poor conditions in the Aposkos.

Although the nature of Gloomwrought is already doing plenty to push Erathis and her temple out, a few factions in the city aim to see the end of the Aposkos.



Zehir's devotees in the Fane of Night want to end Erathis's presence once and for all, since her agents work against Zehir's toxic influence. Ghost Talon terrorists recognize the weakness of the temple and its positive influence on a melting-pot populace. The group ponders how it might push the Aposkos over the edge and into oblivion.

Mantle of the Risen (Hook): Lirial's immediate subordinate is a shadowborn dwarf named Yarvik Heartstone. Lirial is regularly too apathetic to take charge, so Yarvik oversees operations in the Aposkos. Yarvik wants somebody to discover what happened to Halver Justus and retrieve the *Mantle of the Just*,

an artifact of Erathis that disappeared with Halver. The dwarf believes that such deeds might inspire the faithful.

When the characters investigate, they find that Halver has been reborn as a revenant. Part of the duty he accepted in return for being granted unlife was to follow a cryptic instruction: "Help the Aposkos to its appointed fate." Halver, living in catacombs under the temple, has been using dark magic and gathering allies in an effort to eventually destroy the Aposkos from below. The characters might be able to convince him that the fate of the temple is not what he believes it to be.

4: Fane of Night

Zehir's temple is constructed of plain stone. A murky haze hangs around it, darkening and obscuring its appearance.

As the deity of darkness, Zehir has significant power in the Shadowfell, but his influence in Gloomwrought appears to be minimal. His followers keep a low profile, preferring to avoid the notice of common folk and authorities. The Fane of Night is Zehir's one temple in the city. It's no secret that the fane exists, but few look for it and no one volunteers its location. Most of those who worship in the temple dwell in the nearby neighborhoods, relying on one another for community and protection.

No carvings or decorations adorn the fane, and no sign points the way for potential followers. A permanent fog of magical shadow, tinged with poisons that affect only hostile nonbelievers, hangs over the building. Because of this haze, the temple seems to fade into the background, even from the perspective of those looking right at it. The mist also disrupts the minds of nonbelievers. Those who wander inside and leave without devoting themselves to Zehir later find it difficult to remember exactly where the shrine is.

When enacting their plots, agents of Zehir orchestrate events so that the activities are difficult to trace back to the Fane of Night. Disguises, forged letters, and planted rumors point away from Zehir's faithful. Attacks against merchants are pinned on competitors. When Raven's Eyrie is targeted, followers of Orcus or Vecna are implicated. Assassins from the temple do their best to appear to be working for the Tenebrous Cabal. Zehir's devotees make sure that blame always falls upon a third party, so that Zehir's influence is never suspected.

All the while, disciples practice a subtle form of evangelism. Wherever a religious debate takes place, a cleric of Zehir can be found, whispering in the back of the crowd, searching for those who might walk willingly into Zehir's coils. This desire to build Zehir's power in Gloomwrought clashes with the mistrust that pervades the temple hierarchy. Although most people don't see the Fane of Night and its supporters as a serious threat, it seems improbable that Zehir's worshipers will ever trust one another enough to take full advantage of being underestimated by the populace.

5: Undercity Entrance

This weathered stone structure has the look of an ancient crypt, although no name can be found upon it. Two statues, indistinct in appearance, flank the open entrance as if they were ceremonial guards. Each statue's eyes stare at those who approach.

A lot of buildings in the Temple District look like mausoleums, but the genuine article can be hard to find. If a tomb is built at all, lacking a living or undead

inhabitant, it collapses or disappears beneath the streets in short order. Being interred by the city in this way has become the closest thing to a burial that any citizen receives. Numerous well-off merchants and nobles are, as the locals say it, "sent downstairs" after their deaths. The phrase is more appropriate than most realize.

Somewhere close to the edge of the city is a squat, pillared crypt that the city's constant shifting has not consumed. The structure occasionally moves a short distance, but the twin sculptures flanking the entrance make it easily recognizable. These cloaked figures are made of solid stone, but except for their cold eyes, they appear blurred as if out of focus. The statues' eyes bore into anyone who approaches. Under this chilling scrutiny, few are brave enough to go into the entryway. Inside, a broad stairway leads down under the ground, where a number of absorbed tombs and buildings are preserved.

Chamber upon chamber interlaces beneath the streets of Gloomwrought. These were once abandoned buildings, burial crypts, or the homes of those who have passed, but now they are part of the Undercity. Not every structure that disappears from the streets ends up here, but those associated with death—tombs, embalming establishments, and the like—are much more apt to continue their existence. The Undercity has been accumulating such buildings for centuries. A network of rooms now spreads underneath most of Gloomwrought. You can use the skill challenge **Scouring Undercity** on page 16 of the *Encounter Book* to introduce the characters to this environment.

Water floods portions of the Undercity, and the sludge of the Skins seeps into other areas, making them inhospitable. But these environs are perfectly acceptable to the dead and to some monsters. The essence of the Shadowfell permeates the Undercity, and it can give bodies and spirits within sepulchers a kind of second life. They might rise again to wander the catacombs. Rarely, they find their way back to the surface, where they wreak havoc or take up residence in the Graveyard.

The Second Home (Hook): Donea, a representative of the Vestergard family, approaches the heroes about recovering something from the Undercity. A home that belonged to the Vestergards sank into the streets recently, and Donea wants to recover it. She provides the details of a ritual that can raise the building back up. The characters just have to survive the dangers of the Undercity, find the structure, and perform the ceremony. Of course, the job could be a ruse. Donea might be lying for personal gain, or the whole plot could be an enemy's attempt to trap the characters under Gloomwrought forever.

6: City Conservatory

A line of people files out the door of this tall building. Inside, clerks sit at counters, sorting through piles of junk or leafing through books. Those who are waiting clutch their parcels tightly. The placard posted inside the door suggests this is the place to sell items from the Shattered Isles.

When the Sever cut off the Shattered Isles from the rest of Gloomwrought, much of the lore and treasure stored in those areas was destroyed or forgotten as people fled the disaster. The stigma of treachery kept most upstanding citizens away from the islands, and none spoke of recovering their possessions. But the desire for knowledge and power always wins out. Eventually, Prince Rolan formed the City Conservatory, an institution dedicated to recovering, organizing, and cataloging anything taken from the ruins of the Ghost Quarter.

The Conservatory pays a bounty for tomes, scrolls, artifacts, and other items salvaged from the Shattered Isles. More than a few residents collect money on the side by poking around the ruins, but few can support themselves on the frugal compensation the Conservatory offers. Clerks can easily distinguish between rare finds and common junk. Although recompense for the former is fair, searchers are better off taking the common stuff to Midnight Market to sell to ignorant shoppers. Those who are skilled and discerning enough to make a living plumbing the ruins are intensely competitive.

As the largest single recovery effort in the city, however haphazard it might be, the Conservatory also draws citizens who want something recovered. Career salvagers compete even more fiercely for rewards placed on specific articles. Even the wealthy noble houses get in on the action. Although nobles can afford to hire trained mercenaries when dealing with sensitive items, the Conservatory offers the best value for the money.

Everything recovered on behalf of the Conservatory becomes the property of the city and is sequestered in the Conservatory's archives. In return for accepting a smaller reward, a salvager might be granted the opportunity to view part of the collection. The contents of the archives speak volumes about the significant people of Gloomwrought's past. Military histories, political treatises, religious texts, and tomes of arcane lore pack the shelves.

The First Seal (Hook): When the characters come to the City Conservatory to sell some treasure they've found in Gloomwrought, they meet a human jeweler named Quentus Trygg. The jeweler offers a substantial reward for a particular item in the party's possession. After concluding the deal, he confides that the item is part of a key to a yet-undiscovered treasure vault. He encourages the characters, assuring them that they must have been searching an area close to the long-lost trove. All of this is true, and Quentus knows it. He

is descended from the family that built and filled the vault. To complicate matters, Kely, one of Quentus's apprentices, leaks information to his cronies about the characters' find, so the heroes have to face some dead serious competition.

7: Dragontown

Even if all the dragonborn weren't out and about here, this area of the district contains sculptures, architecture, and other signs that all indicate the place's dominant culture. It is a place out of history, shaped by the dragonborn and their memories of their great cities from ages past.

Dragonborn cluster in the streets of Dragontown, residents of this tiny neighborhood they call their own. It encompasses the area surrounding a temple to Bahamut, making it one of the largest racially homogeneous communities in the Temple District. Clearly, the residents have erected or helped to shape the features of the area.

The de facto leader of the community is a female dragonborn named Saraka. She is the owner of Saraka's Post, a small sundries and supplies shop that caters exclusively to dragonborn, and the only priest of Bahamut who has a permanent home in the city. Saraka tries to preserve dragonborn traditions amid the cultural stew that is the rest of Gloomwrought. She and the other residents of Dragontown do as much as they can to help out traveling dragonborn who stop by the city.

In addition to the shop and the temple, Dragontown has boarding houses and a tavern called the Smoking Cave. Travix, an elderly dragonborn missing one eye, runs a small smithy, making the weapons he mastered as a younger warrior. He's also willing to train the worthy in his tested battle techniques.

Those who live in Dragontown can be insular. They welcome trade and tolerate visitors, but they want none other than dragonborn taking up habitation in the area.

Old Rivalries, New Wounds (Hook): Dragontown and an adjacent tiefling neighborhood are feuding over a statue put up on the border of both communities. Jaxon Incantus, a wealthy tiefling passing through the area, commissioned a statue of the legendary General Malachi, the self-styled Hell Hound of Bael Turath. A series of thefts, assaults, and disappearances in both areas—especially in and around Dragontown's temple and the tieflings' Shrine of the Ancients, a sanctuary for multiple deities and ancestors—has everyone pointing fingers.

The truth is that Jaxon never left. He and the growing cult of Asmodeus that he fosters are fomenting chaos to bring tieflings into the fold and drive the dragonborn out of the contested area.

SHATTERED ISLES

Jutting from the waters of the harbor are five islands. Ruins that hint at former opulence pack these so-called Shattered Isles. Frescoes, elaborately painted and irreparably wrecked, adorn numerous walls. Neglected but masterfully crafted statues stand everywhere.

Those who live elsewhere in the city often mockingly call this archipelago the Ghost Quarter, the latter part of its name hearkening back to decades ago when the islands were part ("a quarter") of the mainland. Then, the district was home to lesser nobles. It was torn violently away from the rest of the city when the aristocrats who lived here at that time attempted to overthrow Prince Rolan. That event, known as the Sever, forever changed the face of Gloomwrought. Since then, the Ghost Quarter has been home to the city's poorest citizens and the restless ghosts of those who died during the Sever.

Two wide bridges, constructed in the aftermath of the Sever, connect the isles to the mainland. These bridges are the easiest way to pass between the islands and the shore. Prince Rolan anticipated a need to cut this area off from the city if the ghosts and beggars of the region ever again attempt rebellion. Each structure was enhanced by a powerful arcane ritual. At the prince's command, parts of the bridges can animate into forms capable of defending the city.

Smaller walkways span the gaps between islands, linking each isle to its two closest neighbors. These minor viaducts have none of the magic of the greater bridges, but they present their own dangers. Sloped at sharp angles and slick with the slime that coats surfaces near the harbor, these windswept conduits are treacherous. Those who fall are lucky if they avoid the broken

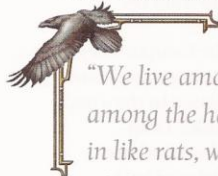
stones along each island's shore and instead land in the grasping black waves below.

The district speaks of its tumultuous past on every street. Some parts of it are eternally on the verge of collapse, having mysteriously frozen in place during the last moments of the Sever. Parapets droop at extreme angles, black stone seeming to flow down their faces like wax running down a candle. Cracked edifices lean together over narrow cobbled streets that end abruptly at the shore.

The impoverished dwellers of the Shattered Isles have erected shanties that cling to the ruins like mushrooms on the trunks of dead trees, stacked atop each other four and five high. Makeshift bridges crown the streets, allowing the shanties' occupants to move among their homes and the ruins without ever climbing down to ground level.

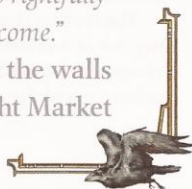
Compared to the rest of Gloomwrought, the isles are overpopulated. Several families might share a single floor in a shanty perched precariously over the street. Would-be new residents, victims of some misfortune or another elsewhere in the city, flow into the district every day.

In addition to the ubiquitous ghosts, the isles are home to other, more tangible dangers. Monsters of many sorts lurk among the ruins, and these creatures can snatch even the canny folk who live near such threats and know of them. The thick, black fluid known as necromantic seepage sometimes boils up from the polluted earth, and islanders who know enough to stay away from it can avoid contracting the disease it carries.



"We live among the bones of the old city, among the halls of lords long dead. Pressed in like rats, we fight over scraps. We starve while the rich in their towers fill their bellies. This place robs me of my rest. The wailing of ghosts fills my mind like the weeping of hungry children fills my ears. Tomorrow we will rise against those in the city, I tell myself. Tomorrow we will take what is rightfully ours. If only tomorrow would come."

—Carved on the walls
of Midnight Market



FEW KEEPERS, LITTLE CHANGE

It is rare for a Keeper to be seen within the Shattered Isles. Perhaps whatever purpose drives the Keepers on the mainland fails to affect the islands. Those who fear the Keepers can avoid them more easily by fleeing to the isles, although this benefit is of little comfort considering the multitude of threats in the region.

Perhaps due to the Keepers' absence, the transformative power of Gloomwrought is less evident on the islands. The force that mutates the city's features is weak here; change still occurs, and ruins hang together in seemingly impossible ways, but the alterations are much less frequent. When a major transformation does happen, a shock wave passes through the region, threatening to bring it closer to collapse.



Unfortunate Souls

Dirty and depressed castoffs of Gloomwrought's social order teem on the streets of the isles. Destitute families live shoulder to shoulder with disabled gladiators, disowned nobles, and desperate criminals. Restless ghosts of the region's former population wander among them all. Anyone who wants to disappear in the city could ask for no better place.

Some gain greater benefits from conducting their affairs on the islands. Merchants who deal in illicit goods set up shop in back alleys, selling wares that might draw unwanted attention in the Plaza of Gargoyles. Temples to Gloomwrought's least popular deities can be found in concealed places, where worshipers of certain evil gods or demonic forces perform their profane rituals away from prying eyes.

Normal residents of the isles have learned to feign ignorance of their shady or malignant neighbors. To reveal one's knowledge of such people is to invite misfortune, death, or worse. Remnants of those who have broken this code of silence can be found here and there. Some of those corpses still walk.

The Fugitive (Hook): The Shattered Isles are populated by a multitude of souls fleeing justice in Gloomwrought, but few are as fiercely sought as Kendress Moileth. A former priest in Raven's Eyrie, the young shadar-kai has the rare distinction of being wanted not only by the Ebony Guard, but also the Deathless Watch and the Carradh family. In her attempt to gain power and status, Kendress practiced black magic and blood sacrifice. She blasphemed inside Raven's Eyrie by engaging in necromantic rites, one of which caused the death of Garvad Carradh. In making her escape with her followers, she killed or maimed several soldiers of the Ebony Guard and the Deathless Watch. It is rumored that she even stole a bit of the Sorrowmere.

Kendress's enemies have each placed a bounty on her head. Every time a new bit of information about her is uncovered, her seekers enter into a bidding war. The rewards they offer range from gold and jewels to titles and land. Anyone who is able to capture the elusive shadar-kai has the potential of earning vast wealth. Bounty hunters who play the game badly can also gain potent enemies. Delivering Kendress to one of her pursuers means that the other two wind up empty-handed, and none of the three factions would be quick to forget such a slight.

Walking Dead

Ghosts and other restless dead plague the Shattered Isles. They wander aimlessly through the streets, haunt the area's ruined towers, and wait beneath the nearby waters. Many dress in the finery of a forgotten age, reduced to tatters that flutter on ethereal winds. Islanders do their best to pay little mind to peaceable undead, treating these inhabitants as just another aspect of living on the Shattered Isles.

Locals believe the ghosts here to be phantoms of those killed during the Sever, but no one is certain exactly where the creatures came from or why they remain. Those who speculate on their nature agree that hundreds of undead live on or around the islands.

Ghosts here go about their eerie business, ignoring those who stay away from them. Most of these apparitions seem depressed and withdrawn. One must meddle in the affairs of a ghost to gain any acknowledgment from it, and only in the rarest situations does such notice result in an attempt to communicate. More often, interfering with a ghost invites a vicious attack.

Anyone who attempts to harm some of the gardens on the Isle of Groves attracts violent responses from several ghosts. The undead also rally to each other's defense. An attack on one, even in retaliation for an unprovoked assault, is likely to draw others. Those who thought to confront one ghost might soon face a howling wall of spectral figures.

1: Lethos and Archtus

Two long bridges span the gap between the Shattered Isles and the shore. Hunched gargoyle statues, grinning savagely, run down the short wall that bounds each bridge's sides. Images of krakens and other tentacled monstrosities are carved into the paving.

Lethos and Archtus are the two bridges that link the Ghost Quarter to the shore. Many islanders use them every day to travel into the city to seek work. On the mainland end of each bridge is a gatehouse fitted with three iron portcullises that can be dropped to cut the isles off from the city.

The more southerly bridge is Lethos, the Bridge of Tears; the other is Archtus, the Keening Bridge. Gargoyle statues on Lethos weep black tears that stain the bridge's sides, while those that stand on Archtus howl and moan, loudest when a wind whips across the harbor. The statues seem to give off a feeling that they are aware of those who pass by. These macabre figures subtly change position when no one is watching.

If the impoverished people living on the Shattered Isles ever try to rise up against the city, Lethos and Archtus are the most important parts of Rolan's first line of defense. When their magical protections activate, the statues animate and behave much like gargoyles. These animated objects are bestial in intellect.

They have the ability to recognize one another, as well as members of the Deathless Watch and anyone else the activator designates as an ally.

Gargoyle Statues

These figures line the bridge and might become active during a battle on the bridge. Add as many to an encounter as you desire for effect.

Lethos Gargoyle Statue	Level 14 Minion Hazard
Object	XP 250
HP 1; a missed attack never damages a minion.	Initiative +13
AC 26, Fortitude 26, Reflex 27, Will –	
Immune necrotic, poison, psychic, all conditions, ongoing damage	
STANDARD ACTIONS	
☞ Soporific Tears (charm) ♦ At-Will	
Attack: Ranged 10 (one creature); +16 vs. Will	
Hit: The target is immobilized until the end of its next turn.	
Special: Using this power does not provoke opportunity attacks.	
COUNTERMEASURES	
♦ Disable: Arcana DC 21 (standard action). Requirement: The creature performing the check must be within sight of the statue. Success: The statue ceases to attack until the end of the encounter. Failure (16 or lower): The statue uses <i>soporific tears</i> against the disabling creature as a free action.	
♦ Delay: Diplomacy DC 21 (minor action). Requirement: The creature performing the check must be within sight of the statue. Success: The statue does not attack during its next turn.	
♦ Destroy: Athletics DC 21 (standard action). Requirement: The creature performing the check must be adjacent to the statue. Success: The statue drops to 0 hit points and is destroyed. Failure (16 or lower): The statue uses <i>soporific tears</i> against the disabling creature as a free action.	

Archtus Gargoyle Statue	Level 14 Minion Hazard
Object	XP 250
HP 1; a missed attack never damages a minion.	Initiative +13
AC 26, Fortitude 26, Reflex 27, Will –	
Immune necrotic, poison, psychic, all conditions, ongoing damage	
STANDARD ACTIONS	
☞ Death Wail (fear) ♦ At-Will	
Attack: Ranged 10 (one creature); +16 vs. Will	
Hit: The statue pushes the target up to its speed.	
Special: Using this power does not provoke opportunity attacks.	
COUNTERMEASURES	
♦ Disable: Arcana DC 21 (standard action). Requirement: The creature performing the check must be within sight of the statue. Success: The statue ceases to attack until the end of the encounter. Failure (16 or lower): The statue uses <i>death wail</i> against the disabling creature as a free action.	
♦ Delay: Diplomacy DC 21 (minor action). Requirement: The creature performing the check must be within sight of the statue. Success: The statue does not attack during its next turn.	
♦ Destroy: Athletics DC 21 (standard action). Requirement: The creature performing the check must be adjacent to the statue. Success: The statue drops to 0 hit points and is destroyed. Failure (16 or lower): The statue uses <i>death wail</i> against the disabling creature as a free action.	



Stone Tentacles

Another important part of the bridges' built-in defenses, traps known as stone tentacles emerge from squares that contain carvings of a monstrous, tentacled entity. Before or when a trap activates, arcane symbols on the carving might become apparent to a skilled observer (see "Detect" below). Each trap is easy for an adept combatant to destroy or disable, but the tentacles on the bridge are numerous.

Stone Tentacle	Level 14 Minion Trap
Object	XP 250
Detect Arcana DC 21	Initiative +14
HP 1; a missed attack never damages a minion.	
AC 27, Fortitude 24, Reflex 24, Will –	
Immune necrotic, poison, psychic, forced movement, all conditions, ongoing damage	
STANDARD ACTIONS	
✦ Slam ✦ At-Will	
Attack: Melee 2 (one creature); +19 vs. AC	
Hit: 11 damage, and the tentacle pushes the target up to 2 squares.	
COUNTERMEASURES	
✦ Disable: Arcana or Thievery DC 21 (DC 29 as a minor action).	
Failure (16 or lower; 24 or lower on a minor action): The tentacle uses slam as a free action.	

2: Briarborne Isle

Towering ruins cover the surface of this island, right up to the sheer bluffs abutting the shoreline. Scores of small shanties are built haphazardly among and atop the ruins.

The largest and most populated of the Shattered Isles, Briarborne Isle contains the tallest ruins of the Ghost Quarter. Dozens of enormous structures dwarf those

on the surrounding islands. The size and intricacy of the architecture here rightly suggests that this was the center of the wealthy district that existed in this location before the Sever. Members of the Briarborne family were the leaders of the ill-fated rebellion against Prince Rolan that resulted in the Sever. Despite the family's eradication, the name lives on as a memorial and a warning.

Of all the communities on the Shattered Isles, Briarborne Isle's crowded settlements are the most unified. Every expansive rooftop and archway has its own small cluster of tents and shanties. The island also feels more alive than the other Shattered Isles. Taverns and inns exist among the ruins, and the residents regularly meet, like small tribes, around fire pits to unwind after a long day of labor.

Briarborne Isle is far from peaceful, however. Although the people form strong bonds, those same clannish ties create lines of friction. Competition over resources is fierce, and anyone who falls in a battle has someone willing to exact vengeance for the death.

Excavating Doom (Hook): Briarborne Isle is the center of a search for the Briarborne family's lost treasure trove, called the Seventh Vault. Lagan Goldblood, a half-orc fortune hunter, thinks he has found the final clues to lead him to the vault. He has been recruiting locals to secretly tunnel under the ruins, but he treats his employees brutally. Many workers have disappeared or been scared witless recently. Lagan and his goons attack those who try to flee the dig. A few laborers managed to get out anyway, and through them, word has gotten to the characters.

Lagan, it turns out, is digging to an underground chamber, but it's not the Seventh Vault. It is a prison, sealing in a monstrous and otherworldly entity, which those who have greater knowledge than Lagan might be able to ascertain. This crypt's guardians have been attacking and scaring workers to drive them away and keep the vault sealed. Further, now that word is on the street about the excavation, claim jumpers are intent on stealing Lagan's find. The characters have their hands full if they want to protect the people of Briarborne Isle and oppose those who seek what lies in the chamber below.

3: Fellwroth Keep

Echoing the architecture of the Dust Quarter, this enormous keep is an impressive building shaped from black stone. Deep cracks run along its walls.

Fellwroth Keep was once a part of the great Fellwroth family's holdings. Now, it is one of the largest intact structures in the Ghost Quarter. Formerly a palatial estate, Fellwroth Keep has walls that buckle and fissures that split floors and ceilings, providing nooks for birds and less innocuous creatures. Inside the keep are dozens of rooms, ranging from feasting halls with vaulted ceilings to underground dungeons.

The partially flooded basement levels are frequented by twisted monstrosities of the Stormy Sea that have slithered into the tunnels. Those who control the keep use the drowned chambers and hallways to dispose of enemies. This practice has served to help the creatures in the dungeons grow bigger and stronger, and it has attracted a larger number of predators and carrion feeders.

Legitimate inhabitants can fall victim to these creatures as readily as can intruders—if any occupant of this place since the Sever can be called legitimate. Fellwroth Keep has seen dozens of masters over the years. As the largest and most defensible building on the Shattered Isles, the keep is a valuable prize. It stands beyond the watchful eyes of the noble houses and Raven's Eyrie, making it attractive to conspiratorial groups. Others desire the keep as a status symbol. So many of its former occupants have been overthrown, driven out, or disbanded, that anyone who maintains control of the keep for a significant time gains a reputation for strength.

The current occupant of the keep is the self-styled Baron Terlach. Little better than a bandit lord, the human maintains a semblance of control over Briarborne Isle through an army of outlaws. Those who wish to live on the island must pay the baron a monthly tax, even if they lack shelter, sustenance, and a reliable method of gathering income. The baron, in turn, swears to defend his so-called subjects. Most of these subjects need more defending from the baron's ruffians than from anything else.

Baron Terlach has become the wealthiest man on the island. Aside from his treasury, secret caches of riches are rumored to remain, forgotten, throughout the keep. Some treasure is left over from the Fellwroth days. Other hoards are the legacies of former occupants who stashed their wealth when enemies threatened to overrun the fortress. Treasure seekers have tried to locate all the caches within Fellwroth Keep, but some are still hidden away behind yet-undiscovered false panels or concealed through arcane methods.

Pest Control (Hook): An agent of the Veiled League approaches the characters, claiming to represent a member of the Fellwroth family. His employer offers a great reward if the characters can secure the keep. While doing so, they're welcome to anything they find that isn't clearly a Fellwroth heirloom. For the return of such unique items, the mysterious employer promises fair compensation.

The patron is none other than Vargas Fellwroth (see "Fellwroth Ruin," page 26). If the characters succeed, Vargas accelerates his war on the Treyvans and eventually leaves the Dust Quarter for the keep. Left unchecked, he soon wins his vendetta and rises to great influence on the Shattered Isles. He then sets his mind to ruining the Harskels and, eventually, unweaving the magic that helps to defend Archtus and Lethos. These tasks accomplished, he might even seek the throne of Gloomwrought.

4: Midnight Market

This bazaar is home to scads of narrow stalls that are piled haphazardly on the ruins of an old alleyway. Within is a vast array of goods, including rare objects that seem to have no place in such a dilapidated marketplace.

The wares offered at Harskel's Emporium and the Plaza of Gargoyles are far too expensive for the meager incomes of those living on the Shattered Isles. To meet the need for a market, another bazaar arose on Briarborne Isle. Squeezed into the island's widest alley, Midnight Market supplies the Ghost Quarter with goods and services that are priced within the means of the poor.

Spidery scaffolding links and stabilizes the market's three-dimensional assemblage of trading booths. Dim paper lanterns dangle from stalls, and signs point customers to the market's various shops. A booth that offers nothing but flotsam might be right next to the stand of a merchant exiled from one of the city's more affluent marketplaces. Among the fishmongers and junk dealers are fortune tellers and black-market vendors.

The black marketers here sell extraordinary and dangerous goods, without the scrutiny of any authority to suppress their trade. They draw customers to the Ghost Quarter from every corner of the city. For many shoppers, the most dangerous items offered in the market are those that were pirated from a ship that one noble house or another owns.

Few items are considered contraband in Gloom-wrought, but customers who prefer their purchases to go unrecorded and unobserved shop at Midnight Market. Unknown to most shoppers, however, noble families use intermediaries to supply a portion of the merchants here. Such vendors are seldom aware of the origin of their merchandise, and they rarely hesitate to tell suppliers about interesting customers. Thus, notable people might have less anonymity in Midnight Market than they would like.

5: Cauldron Isle

The smallest island of the Ghost Quarter, Cauldron Isle is little more than a mound of earth and stone rising out of the harbor. A wide main street bisects the island. Converted ruins line this road, dimly illuminated by guttering lanterns.

The buildings that dot Cauldron Isle are much smaller than the ones found elsewhere in the district. They are also much simpler than the elaborate structures on other islands. Before the Sever, the area that became Cauldron Isle was home to those who served the needs of the noble houses.

Shadar-kai dominate the island today. They are an insular, mistrustful folk, ready to take up arms at a moment's notice. In the past, inhabitants from larger islands have tried to seize Cauldron Isle. Each time, the natives drove these invaders back to their own isles or into the Stormy Sea.

Too proud to scrounge for work, the shadar-kai of the island have devised an ingenious way to earn enough money to survive. The shallow waters surrounding Cauldron Isle are thick with sunken ruins, most likely the tops of the taller buildings that once stood on the blocks surrounding the old servants' district. For generations, these buildings formed an artificial reef that threatened to rip open the hulls of ships that sailed too close to the island. Now, the shadar-kai have converted these submerged towers into an alternative dock called Beggar's Wharf.

A bridge called the Widow's Walk connects Cauldron Isle to its neighbor, Briarborne Isle. The Widow of the Walk (page 126) haunts this bridge, mourning the loss of her children and setting upon trespassers who draw her ire.

6: Beggar's Wharf

This pier juts out into the harbor, held loosely together by rotting woody and rusty nails. Barnacles and dry kelp cover the dilapidated planks. A few ships of equally decrepit appearance are moored at the wharf.

This area serves the needs of smugglers, pirates, and those who want to avoid mooring fees in the Drowned Quarter. The shadar-kai of Cauldron Isle charge only 5 gp for berthing at their makeshift docks, which draws miserly captains as often as it attracts illicit ones. The

goods unloaded at Beggar's Wharf quickly make their way to Midnight Market, helping to keep that alternative marketplace alive.

Beggars and Slavers (Hook): Many of the impoverished residents of the Shattered Isles have gone missing lately. Though the merchant families and noble houses appear unconcerned, this problem is becoming bad for business. When the adventurers come to the Shattered Isles, they are approached by a small group of merchants who ask them to help find the reason for these disappearances.

When the adventurers sniff around, they learn that the disappearances began when a ship captain named Mathis moored at Beggar's Wharf a few weeks ago. Mathis is a well-known smuggler, but the characters soon find out that he has expanded his exploits to slave-trading. When the characters confront Mathis, he surrenders . . . but they haven't seen the last of him. **Trial by Fire** on page 4 of the Encounter Book takes place as the heroes battle the slaver and his cronies on the Carnival Grounds.

7: Nobletide

Listing severely, a once-mighty galleon sits gutted on the towers hidden just beneath the water here. Her flanks are full of holes, and her proud sails have become little more than rags. Standing on the forecastle, the lone ghost of a female human clutches the railing.

Built to be Prince Rolan's personal pleasure galleon, *Nobletide* was the last victim of the Sever. Contrary to Prince Rolan's instructions, her captain, a female human named Brun Arntsen, ordered the ship moved from its mooring to protect it from the mob's wrath. *Nobletide* was caught in the eldritch shock waves that emerged during the Sever. She was thrown against the roofs of the great stone halls that sank on the edges of Cauldron Isle. Their sharp ornamentation ripped wide gashes in her hull.

Some of the crew members were able to leap clear of the ship, but an iron-tipped tower thrust through Brun's cabin, slaying her where she stood. Her ghost remains linked to the bones of her ship, forever yearning for a way back to the Deathless Palace. Attempts have been made to free the ghost, but so far, none have been successful.

Nobletide now sits near Beggar's Wharf, split nearly in two. Her lower decks are flooded. For a time, *Nobletide* rotted but never moved from her spot. Now, neither water nor time affects the vessel's state.

The shadar-kai of Cauldron Isle initially saw the wreck as a potential resource. Most of the upper decks were unharmed in the ship's destruction, so the ballistae that lined them also survived. Shadar-kai went aboard to take the armaments and any salvageable valuables. Brun called on the sea and the shades of those lost in the Sever, her crew and otherwise, to repel boarders. At first, she succeeded in driving the trespassers back.

Eventually, though, locals managed to commandeer a ballista and a few baubles. Then they took more. Looting *Nobletide* has become a test of skill and valor among young Cauldron Isle shadar-kai. A couple of siege weapons remain on the vessel, as well as a few of the trimmings of a prince's pleasure ship. Those who safeguard Beggar's Wharf use the ballistae they have stolen to dissuade aggression on or against the docks.

Brun's Heart (Hook): Cauldron Isle shadar-kai tell a tale that when *Nobletide* wrecked and Brun Arntsen died, the spire that impaled the captain had her heart, still beating, on its tip. A raven dove out of the roiling clouds and flew the heart back into Gloomwrought. The story says that only the ghost of Brun knows where her heart is, and she attacks any who invade *Nobletide*.

The characters might be able to coax the information out of Brun during a battle by convincing her they actually care. She reveals that Prince Rolan possesses the heart. Rolan uses the organ as a focus for some of the magic that has rendered him into his undying state. To kill Rolan for good, and to free the captain's ghost, Brun's heart must be stilled.

8: Isle of Groves

Ornamental greenhouses and walled gardens, frozen at the moment of their destruction, cover this island. Plants dominate the place, their growth unchecked.

Before the Sever, the Isle of Groves was home to splendid greenhouses and arboretums where nobles could come to surround themselves with exotic plants. Now, it is little better than an overgrown memorial. Garden walls have tumbled down into the streets, the once-great fountains inside them cracked open to bleed black water after it rains.

Buildings here rarely change, as is normal in the Ghost Quarter. On all the other islands, plants grow only slowly, but the gardens on this isle keep expanding. They overrun their walls, the errant roots and branches of the plants breaking open structures and streets. A thick blanket of maroon-bladed grass covers much of the ground. Black ivy smothers almost every vertical surface.

The rampant growth here is a mystery. It could have something to do with the ghosts haunting the island. Phantoms of the dead are far more numerous on the Isle of Groves than on any other locale in the Shattered Isles. Local ghosts treat the island with great reverence, lingering in its gardens, silently contemplating a time before the Sever. Any attempt to harm the plants or the peace in such places draws an immediate and violent response.

Living residents have learned to coexist with the undead, avoiding the gardens that the ghosts watch and protect. The living dwell in the underbrush in shelters made of scavenged materials. Shadowborn elves, more at ease among the groves than they might be on the streets of Briarborne Isle, have made the island their home in considerable numbers.

9: Tabernacle of Thorns

Once an arboretum, this building now contains a wild thicket of stout, thorny trees. Their branches twist upward through the shattered ceiling. Scraps of paper ornament the trees. Scattered amid them are bones of various types.

Standing on the western shore of the Isle of Groves, the Tabernacle of Thorns is the foremost house of worship in the Ghost Quarter. Dedicated to the Raven Queen, the shrine is in the belly of an ancient arboretum filled with gnarled thorn trees. All citizens of Gloomwrought are welcome to worship among the trees, but the congregation that gathers here is composed largely of those from the Shattered Isles. They come with prayers on paper, which they impale on thorns, and offerings of devoutly collected bones, which they scatter amid the trees.

The chief priest in the tabernacle is a wild-eyed shadowborn elf named Arem. He considers himself to be a chosen prophet of the Raven Queen, and he frequently makes broad, unusual prophecies. The zealous elf alleges that the predictions come from ghosts who whisper truths that elude the living. One of his assertions is that the phantoms are fated to wander here until the day the Raven Queen calls them. Arem also claims that Orcus worshipers have infiltrated Raven's Eyrie, and some of those in the great temple are no longer true devotees of the Raven Queen.

Other factions in Gloomwrought care little for Arem or his prophecies. However, the trees in the tabernacle are of a very old strain that has become so rare it's virtually extinct in the wider Shadowfell. Sap from the trees is a key component in many alchemical formulas as well as a poison that induces a quick death impossible to tell from a natural one.

Arem sees the sap as a blessing from his deity. He dispenses it when the spirit moves him to do so, thinking that selling an instrument of death makes him a better agent of fate. He has the habit of asking for favors instead of taking money, which annoys some of his clients.

Revelations (Hook): Moira, one of the Daughters of Death in Raven's Eyrie, once respected Arem's zeal. Fearing his prophecy about the temple's infiltration, she turned to the Sorrowmere for answers and dreamed of a ghost named Lis, who was once a Vecna cultist. In the dream, Lis was the source of Arem's prophecies. To avoid alerting Arem or Lis, Moira looks to the characters for assistance in discovering the truth. If Lis exists, Moira wants him destroyed. The adventurers can meet Lis and Arem in **Silence the Heretic** on page 18 of the *Encounter Book*.

10: Isle of Lost Thoughts

Streets sweep gracefully around this island's hillsides. Crumbling ruins mar views that might have stirred the heart in another age. The remains of libraries and academies dot the island, black ivy entwining them.

Before the Sever, the finest books and teachers that Gloomwrought had to offer filled the buildings that now stand on the Isle of Lost Thoughts. Eager minds came to learn in these halls, seeking purity of knowledge. But the Shadowfell's nature corrupts the pure. With the expansion of mind and skill came hubris. It was here that the Briarborne family hatched its plot to unseat Prince Rolan, setting in motion the events that led to the Sever.

Although students and teachers saved some of what this area once held, large numbers of tomes and works of art were burned or buried, or sank with the structures that contained them. Other items had to be left behind. Even now, a greater number of books and scrolls remains abandoned within the ruins here than exists in the rest of the city.

Whatever force preserves the buildings of the Ghost Quarter also protects these treasures. A tome still open on a table in a ruined university might be as crisp today as it was before the Sever. Bold scavengers make a living searching for such leftovers and selling them to the City Conservatory in the Temple District.

Scavenging isn't as simple as walking into the ruins and picking up lost items. Like other places in the Ghost Quarter, the Isle of Lost Thoughts has undead and monsters inhabiting its ruins. Ghosts here have the look of scholars, clothed in robes and sandals rather than in fine coats and footwear. These phantoms might be apparitions of teachers, or they could be psychic reflections of their environment. Undead here might protect what remains in the ruins. Others wander forgotten hallways, searching for books that are long gone.

Lessons of History (Hook): An eladrin scholar named Veleris (page 125) wants someone to retrieve a specific history tome from his old workplace. The book is in a university library near the Tower of the Planes (see below), locked in a vault deep within the stacks. Ghosts have scared away all others who tried to find the volume. When the characters investigate, the ghosts turn out to be agents of another faction, such as the Tenebrous Cabal, attempting to crack the vault. They might be after the same tome, but they could be willing to settle for another prize if a mutually beneficial bargain is struck. The book itself contains magical processes that raise questions about Veleris's motivations.

11: Tower of the Planes

Even tilted at a treacherous angle, this tower pokes its head above the surrounding buildings. Each of its four clock faces has a different motif—angels, primal spirits, fey, and elements. The clock hands no longer turn.

Each of the clock faces on this tower was once attuned to a certain plane. The faces' connections made planar contact and travel much easier, and the university to which the tower was attached was able to draw knowledge from far reaches. Now, the tower and the university appear to be locked in stasis. Only the hands

on the clocks change, flickering briefly at times before reappearing in a new orientation.

The tower is a landmark on the isle, and one of the few places in the entire district that is free of ghostly activity. Those who scavenge among the ruins use the tower's base as a meeting place before they head out. Some of these seekers attach a supernatural interpretation to each time a clock changes. Superstitious scavengers wait for one of the clocks' hands to move before starting an expedition. All who work in the area have heard about disappearances near this tower.

Fortenk, a gnome descended from the caretaker who tended the clocks before the Sever, lives here. He keeps a laboratory in the tower, where he conducts experiments involving the flow of time. Changes in the position of the clocks' hands reflect alterations in the way time flows. However, the clocks' hands sometimes jump even when Fortenk is not fiddling, perhaps because lingering magic from the Sever causes temporal anomalies in the Shattered Isles.

12: Sunken Isle

From between the buildings' stones seeps a black liquid that splashes noisily to the flooded streets. The island is coated with this ooze, as if the place rose from the harbor hours ago.

The portion of the city that would become Sunken Isle disappeared completely beneath the harbor waters during the Sever. There it remained for three full nights, before violently surfacing in its current location. While it lingered in whatever sinister place held it temporarily, the whole place was transformed.

Old streets and buildings here remain in much the same arrangement they had long ago. However, their character has changed drastically. Murals that once showed the idylls of the shadowborn rich now depict bizarre underwater scenes with otherworldly tentacled monsters tearing apart ships and sailors. Perched on overhead ledges and balconies are sculptures that faintly resemble sea creatures, but each is distorted in ways that strain the eye and the mind.

Slimy black water coats every surface, dripping down from grooves and cracks. Buildings appear to be draining after having been recently submerged. No matter how much of this liquid runs out of a structure, more always oozes from between the stones.

The southern half of the island's streets is flooded. Although it is possible to walk through the shallows, most people choose to travel on rafts. Numerous dangers lurk under the murky water, from deep sinkholes to hungry monsters native to the Stormy Sea.

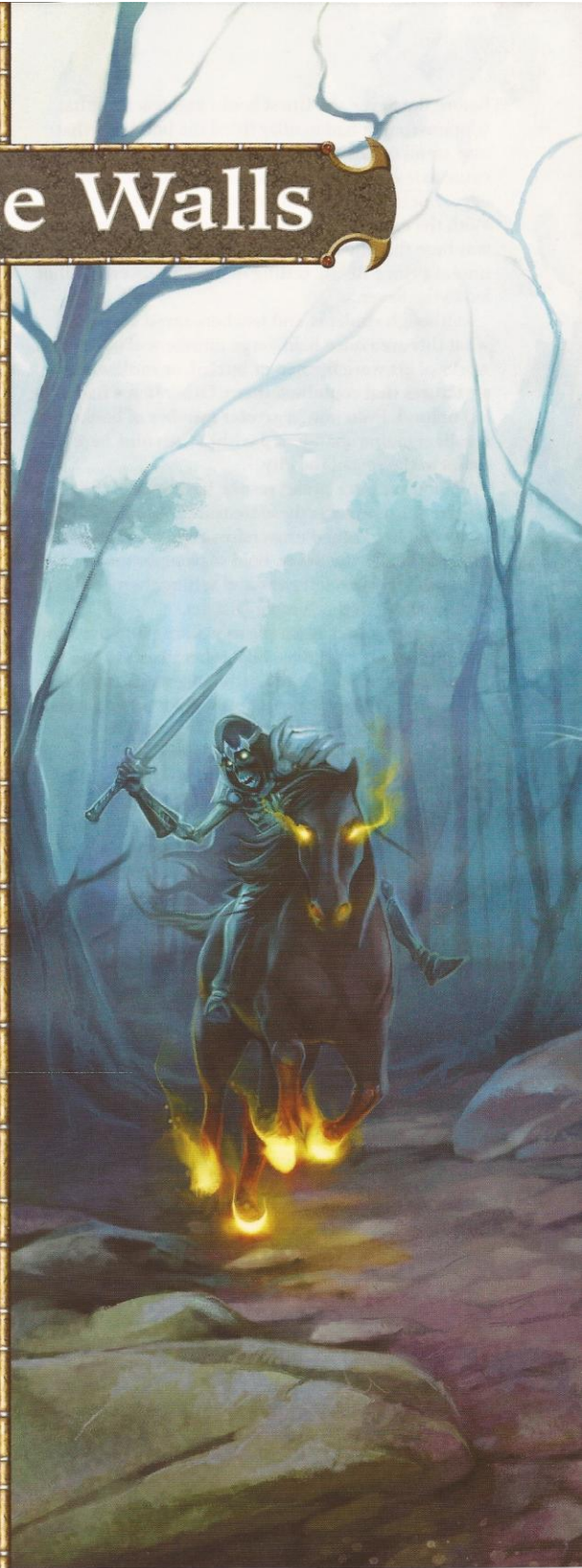
In stark contrast to the population on the other islands of the Ghost Quarter, Sunken Isle is almost entirely uninhabited. Those who live here are not only the lowest of the low, they are some of the toughest and strangest folk on the Shattered Isles. For a tidy sum, a local who has evaded maiming and madness might be coaxed to ferry visitors around the swamped streets.

Beyond the Walls

Outside the jet-black walls of Gloomwrought, the bleak vastness of the land of shadows both beckons and cautions the traveler. The City of Midnight offers plenty of rewards and intrigues, but it is far from the only place in the Shadowfell that attracts adventurers.

This chapter details five sites beyond Gloomwrought, each of which poses a unique challenge for anyone brave enough or desperate enough to take them on. It includes the following sections.

- ◆ **Shadow of the World:** Brief tips about running adventures in the Shadowfell.
- ◆ **Oblivion Bog:** This morass, extending out from Gloomwrought, is fraught with peril both from the dangers of the bog and the depredations of the creatures that thrive in it. Many travelers bound for the Raven Queen's temple take a route through this swamp; some of them don't live to regret that decision.
- ◆ **Thyrin Gol:** A shadar-kai enclave nestled in the caves of the Gol Mountains, Thyrin Gol has recently come under attack by sinister creatures emerging from the Shadowdark. An uneasy truce persists at the moment, but that situation could change in the blink of an eye.
- ◆ **Dead Man's Cross:** For those who aren't reluctant to ask directions, this crossroads can be a boon to getting around in the plane of shadow. It's also the location—once in a while—of the famed House of Black Lanterns.
- ◆ **Darkreach Mountains:** Born in the death throes of an ancient primordial, this mountain range is frigid and unforgiving but far from desolate. It includes, among other attractions, a fortress occupied by death giants and a githzerai monastery whose existence is a closely held secret.
- ◆ **Letherna:** Many of the living creatures that come to the Shadowfell do so as part of a pilgrimage to Letherna, the realm of the Raven Queen. The location is also a destination for souls seeking a final resting place.



EVA WIDERMANN



SHADOW OF THE WORLD

As the heroes of your campaign travel through the Shadowfell, they should bear one important fact in mind: It is a reflection of a thousand worlds, not just their own. They might come across towns and features of the landscape that are almost identical with those of their homeland, except for subtle—and dark—variations. An idyllic village populated by people who share the same faces as friends and loved ones might welcome travelers by day, only to imprison them and drink their blood by night. The heroes might come upon the windswept ruin of a bustling city they saved in their own world, demonstrating the horrors that could have come to pass had they failed.

The Shadowfell can instruct as well as horrify. The plane might seem like a nightmare, but its very bleakness inspires mortals to cling more closely to those objects and people they treasure, lest they slip away to shadow.

Adventuring in the Shadowfell

If mortal creatures define life by its challenges, survival in the Shadowfell is a tale of heroism in the face of cold, enduring doom. The dangers facing the living are many, ranging from shadar-kai raiders to marauding

death giants to spontaneously rising armies of undead. Even simple existence has its dangers—the very nature of the place drains life from all who dwell in it. Distances are distorted; a landmark that seems just a mile away one day might lie far over the horizon the next.

The most straightforward way for adventurers to explore the Shadowfell is to do what they do best. Those who attempt to live in this haunting realm always need heroes to help them fend off attackers, recover lost items, or deliver goods necessary to sustain life in the Shadowfell's isolated settlements. Adventuring sites are plentiful in this place, and characters can find lots of adversaries against which to swing a sword or cast a spell.

Those who have adapted to life in the Shadowfell have learned the hard way that cooperation is the key to survival, so trade flourishes. Traveling merchants set out from Gloomwrought into the sweeping dusk, employing sellswords to ward off danger. Adventurers who have the ability to scout out ambushes, detect spies or traps, and thwart attackers can make a fair amount of coin selling their services. A caravan is one of the most dependable means of transportation in the Shadowfell—assuming the merchant captains don't plan to double-cross their passengers.



EVA WIDERMANN

OBLIVION BOG

Lying to the north and west of Gloomwrought, Oblivion Bog has been a fearful place for as long as anyone can remember. Rotted signs lead up to the bog, suggesting it was once habitable, but now the region is a murky swampland that extends for miles. Oblivion Bog lies along a direct line between Gloomwrought and Letherna, and though most travelers wisely skirt around the swamp, a few are brave or foolish enough to try a shortcut through it.

A forest of twisted trees covers the bog, their skeletal branches weaving overhead to blot out most of the meager illumination the Shadowfell might offer. Fetid water drips from hanging gray moss that is like the hair of an old corpse. After just a few hours spent moving through the bog, travelers are as exhausted as after days of forced marching. A few scattered hills stand among the trees, made up of the same thick mud that hides beneath the water. Climbing these hills might seem to offer a little comfort, but constant backsliding and sudden mudslides make the effort an enormous waste of time and energy.

Deeper within the bog, the only light is the sickly glow of luminous, decaying vegetation. The ceiling of branches hangs lower, clawing at travelers' faces. The rank air tastes of rot and sticks in the throat, the murky water churns incessantly, and sudden blasts of green swampfire erupt violently. Sometimes, the swamp disgorges the remains of things long ago consumed—usually a lost traveler, stripped to nothing but moldy bones and corroding armor. The swamp sometimes expels the ruins of an old building, complete with skeletons—a grisly reminder that this place was once inhabited. No one knows what happened to the people who once lived there.



"The swamp stretches far to the north and west, an enormous expanse of foul-smelling muck. Skeletons of trees twist free of the clinging bog, and gas bubbles up from the mud with sickly pops. A hot, stinking haze lingers over the rotting land, making sweat break out on every inch of exposed skin."

—A Codex of the Planes,
by Corwin Aterly



Getting to the Bog

If the adventurers need to travel to Letherna under a tight deadline, they might not have time to take the wide circuit around the swamp. Instead, they must cut through to save precious days.

The adventurers might choose to visit Oblivion Bog to investigate its mysterious past, either independently or on a mission for a patron. The center of the bog was once a sizable village, but its secrets vanished with it. Some in Gloomwrought would pay handsomely for significant historical relics recovered from the bog. Veleris, the Sage of History (page 125), obsesses over recovering pieces of the Shadowfell's history. Others are interested in Oblivion Bog's past for more pragmatic reasons: They seek clues about what consumed the region, hoping to prevent similar occurrences that could devour other villages in the Shadowfell.

Forsaken Hamlet

Only a few buildings remain of the village that stood in the heart of Oblivion Bog, and they are slowly sinking deeper into the swamp. Creeping vines cover their walls, and monsters use their abandoned rooms for shelter.

Small lodges form the perimeter of the Forsaken Hamlet, though most of them are little more than rooftops sticking out of the mud. The few that can still be entered testify to the speed with which the swamp overtook the village: Skeletal bodies still lie in their beds, and rough clay bowls are set on the tables.

Three larger structures yet survive. A pillared mansion stands at the southern edge of the hamlet, its walls cracked open by trees. Most likely, it was the home of the village alderman. Inside, valuable statues still tower within the great halls. Giant topiaries stand sentinel in the courtyard, grown into wild mockeries over the years.

North of the mansion, an ancient watchtower leans dangerously over the swamp. A black pudding has made the tower its home, attacking anyone who climbs into the upper stories of the tower.

At the westernmost edge of the hamlet is a former shrine to the Raven Queen that seems unusually resistant to the bog's attempts to overwhelm it. The least affected structure in the village, the shrine holds the most clues about the hamlet's history.

Failed Exodus (Hook): The hamlet's shrine to the Raven Queen reveals the grim fate of the village. Hidden away in a cache beneath the altar (Perception DC moderate) is a collection of scrolls listing the names of the village's former inhabitants. The moldering scraps describe a plague that swept through the village. They document the deaths of most of the village's residents. A scroll, signed by the hamlet's alderman, a person named Jarlen, asks that if anyone finds this message, he or she go to Gloomwrought to

bring word of the hamlet's fate. Most of the village's former residents were natives of Cauldron Isle, and the families can be found there.

Hexus Commune

A coven of black-hearted hags has turned the northern fringe of Oblivion Bog into their personal fiefdom, commanding the lesser creatures of the swamp and preying on all who dare to breach the coven's borders.

Since taking control of the territory it now holds, this community of hags has enjoyed a comfortable and entertaining existence on the swamp's northern reaches, where the coven can safely scry on visitors. Each hag lives in its own cottage of rotting wood, propped above the mud on crumbling pylons. Each hut has a small dock, where the hag tethers the raft that it uses to lure travelers in the guise of a helper.

Though they live in close proximity, the hags are notoriously suspicious—none has ever been welcomed into the home of another. When they need to gather, they do so at a communal fire pit on the island that's surrounded by their shacks. Often this pit is the scene of a feast, featuring captured travelers roasting on spits. (See page 3 of the *Encounter Book* for a map of the commune.)

The coven lacks a true leader; each member considers itself the best suited to rule. This tension can lead to petty acts of rivalry. Sometimes a hag that feels slighted employs mercenaries from beyond the bog to kill the monsters that a fellow hag commands.

Most adventurers wisely avoid the commune, but sometimes they have little choice but to dare it. When a hag captures a wanderer in the swamp, she brings the victim back to her cottage to toy with him or her for hours. This "hospitality" gives the characters time to brave the danger of the hags and recover an imprisoned comrade.

Others seek out the commune for selfish reasons. Hags are infamously greedy, and each member of the coven has amassed a hoard of treasure taken from victims. Legendary weapons and artifacts might lie within these hoards, once wielded by heroes who sought to free Oblivion Bog from its cruel masters.

The Unohda

To provide them with a way to sap the resistance of those they would torment, the coven has cursed the heart of the bog with a ritual they call the *Unohda*. A corruption of the Shadowfell's ambient atmosphere, the *Unohda* gradually dissolves the memories of travelers. Victims of the ritual eventually forget where they are going and how they got to where they are. After longer exposure to the curse, they forget their own names. The characters might experience this ritual as part of the skill challenge **Oblivion Bog Unohda** on page 3 of the *Encounter Book*. When victims of this magic become confused and helpless, a disguised hag approaches with promises to lead them to safety. Instead, the hag leads them to its lair where it can devour them.

Mirehide Tribe

One group of creatures ended up settling in the swamp solely because of the hags' desire for entertainment. Long ago, a member of the coven lured an entire bullywug community through a shadow crossing and deposited it in the swamp. Initially, many of the toad-like aquatic creatures fell victim to every danger the swamp had to offer, providing frequent sources of mirth for the hags. Eventually, the surviving bullywugs adapted to their new surroundings—after all, the bog wasn't too different from their former swampy home. The tribe gave itself a new name, which translates to "Mirehide" in Common.

The bullywugs have tried to make the best of their circumstances. Settling along the northwestern fringe of the bog, they built mud-and-stick huts on a small island in the center of a lake. Hazardous terrain covers the shore of the lake, providing the Mirehides with at least a semblance of security.

The most obvious path through this section of Oblivion Bog happens to run close by the bullywugs' lake. Thus, the bullywugs have become opportunistic predators that pick off travelers weakened by their journey through the swamp. These ambush tactics have provided the tribe with weapons and treasures far better and more numerous than those normally owned by bullywugs. However, the tribe's good fortune also makes it a juicy target for raiders.

Attackers have come to assault the Mirehide camp from shadar-kai enclaves (such as Thyrin Gol, page 72) and from Gloomwrought alike. Many act out of simple greed, while others seek to recover the possessions of fallen comrades. Most would-be invaders are so exhausted when they arrive at the camp that they are little match for the bullywugs, but the constant threat of a stronger foe only intensifies the creatures' suspicions that the universe is out to get them.

DISQUIET IN THE BOG

The bog can have a corrupting effect, which sharpens the fear and depression that settles over visitors to the Shadowfell. Sleep can be plagued with horrible nightmares, and waking can bring unbearable paranoia. Lightless spots in the bleak landscape seem to conceal unfathomable threats. Minor setbacks in the terrain feel like crippling failures. If the characters are in Oblivion Bog and have to draw from the Despair Deck, each player draws two cards and keeps the one the DM judges to be the worst.

Alternatively, a DM might decide that the perils of the bog prevent characters from gaining the full benefit of a short rest or an extended rest. Characters in the bog might take penalties in their attempts to overcome despair, or the cards might not be discarded as normal after an extended rest.

Other Inhabitants

Oblivion Bog is large enough and diverse enough to contain monsters of virtually any sort—not limited only to those that normally lurk in swamps or thrive in shadow. Use the ideas below, or devise your own, to spice up the heroes' trip through the bog.

- ◆ Blackroot treants skulk through the fetid water, followed by trains of shambling undead.
- ◆ Packs of vicious bodaks directed by cruel night-walkers hunt for anything to rip into with their wicked claws.
- ◆ Plant creatures such as ambush vines, greenvises, shambling mounds, and bloodthorn vines lurk along the path, ready to snatch travelers ignorant of their presence.
- ◆ Savage humanoids inhabit the swamp, looking for easy meals. Primitive clans of dark ones, shadar-kai, and shadowborn elves wait in ambush.

Dangers of the Bog

In addition to the monsters prowling the swampland, Oblivion Bog has natural hazards. Wicked briars tear at passersby with poisoned barbs, the dark water hides sinkholes filled with soft mud that can swallow an adventurer without a trace, and random blasts of green swampfire can quickly kill the unwary. Entire parties of adventurers have fallen to the dangers of the swamp without once encountering the beings that call it home.

Use the following hazards to ramp up the danger of any encounter in Oblivion Bog, or to create a threatening landscape for a group exploring its locales.

Sinkhole

Just below the surface of the mire in Oblivion Bog lurk sinkholes that can wrench travelers underwater in an instant.

A sinkhole consists of 4 contiguous squares (usually arranged in a square). By identifying topographical oddities in the surrounding area, a character can locate a sinkhole with a successful Nature check. A character can also make a Perception check to notice the subtle ways the sluggish water currents flow differently around a sinkhole.

A creature in a sinkhole can climb out with a successful DC 16 Athletics check. Creatures can also use Athletics to jump over a sinkhole if they know where it is.

Sinkhole	Level 8 Hazard
Terrain	XP 350
Detect Nature DC 16 or Perception DC 24	Initiative –
Immune attacks	
TRIGGERED ACTIONS	
⚡ Attack ⚡ At-Will	
Trigger: A creature enters one of the hazard's squares.	
Attack (Immediate Reaction): Melee 0 (triggering creature); +11 vs. Reflex	
Hit: The target falls prone, and it is restrained (save ends).	
First Failed Saving Throw: The target is restrained and takes ongoing 5 damage (save ends both).	



Black Sleep Briar

Growing in thick patches in the darkness of the Shadowfell, black sleep briar is a wickedly thorned plant. Each stem is bloated with thick, poisonous sap.

A patch of black sleep briar fills 5 contiguous squares, which are difficult terrain. Though the briars are visible, recognizing them as black sleep briar and recalling their effect requires a DC 16 Nature check.

Black Sleep Briar	Level 8 Hazard
Terrain	XP 350
Detect automatic	Initiative –
HP 45 per square	
AC 20, Fortitude 18, Reflex 18, Will –	
Immune psychic, forced movement, all conditions;	
Vulnerable 10 fire	
TRIGGERED ACTIONS	
⚡ Attack (poison) ⚡ At-Will	
Trigger: A creature enters one of the hazard's squares.	
Attack (Immediate Reaction): Melee 0 (triggering creature); +13 vs. AC	
Hit: 2d8 + 7 poison damage, and the target is immobilized (save ends).	
First Failed Saving Throw: The target is immobilized and takes ongoing 5 poison damage (save ends both).	

Swampfire

Underwater pockets of swamp gas that burst into brilliant flares of green fire, swampfire can be avoided with quick reactions.

The trap is triggered and rolls initiative when a creature moves within 6 squares of it. It occupies 1 square and attacks on its turn, regardless of whether any targets are in range. A creature that succeeds on a Perception check can hear the hazard's distinctive gurgling, but recognizing it as swampfire requires a DC 18 Nature check.

Swampfire	Level 10 Hazard
Terrain	XP 500
Detect Perception DC 18	Initiative +2
Immune attacks	
STANDARD ACTIONS	
⚡ Attack (fire) ⚡ Recharge ☒ ☒	
Attack: Close burst 2 (creatures in the burst); +13 vs. Reflex	
Hit: 3d6 + 5 fire damage, and ongoing 5 fire damage (save ends).	
COUNTERMEASURES	
⚡ Avoid: A creature that takes damage from swampfire can make a DC 18 Acrobatics check as an immediate interrupt. With a successful check, the creature takes half damage.	

THYRIN GOL



"A bleak network of caves cuts into the gray mountain pass, the sounds of ringing steel and angry shouts rising from below. Two grim shadar-kai warriors clenching spiked chains stand guard over the cave entrance, like specters of death in their bone-carved armor."

*—A Codex of the Planes,
by Corwin Aterly*



The shadar-kai came to the Shadowfell before any of the other civilized races that dwell there, and they long ago became one with the place. Many choose to dwell inside the walls of Gloomwrought, but others continue to live as all shadar-kai did when they first arrived. These shadar-kai are organized into war tribes that compete fiercely for meager resources and take refuge inside heavily defended enclaves.

Thyrin Gol is one such enclave, a network of mountain caves that can hold out against an invading force ten times greater than the number of its residents. Two hundred or so shadar-kai dwell here, along with another hundred slaves. Thyrin Gol has never faced a full-scale invasion, but it continually fends off roving bands of nightwalkers and other undead, as well as the concerted efforts of rival shadar-kai looking for supplies and slaves.

History of Thyrin Gol

The Thyrin tribe has survived because the Gol Mountains are uniquely suited to its needs. Not only are the caves defensible, they connect to natural springs that provide more than enough water to support the inhabitants. Over the last few decades, the shadar-kai have begun to raise livestock in the caverns and cultivate edible fungi. If necessary, the enclave could withstand a siege for several years.

Because they need constant action to keep from fading into nothingness, shadar-kai often fight among themselves and thus grow naturally paranoid. Those of the Thyrin tribe are no exception, and it is a tribute to the strength of their leader, Yxir, that they didn't destroy themselves long ago. Each shadar-kai must take care to elude the tricks and traps set by his or her fellows, and no two in the enclave fully trust one another. However, the caverns beneath the enclave lead to the Shadowdark, whose horrific underground dwellers are

a constant threat. Battles against Shadowdark monsters help to keep the shadar-kai from succumbing to shadow, and growing external threats have united them against common enemies, thus keeping the tribe's infighting to a minimum.

A few years ago, a band of Doomguard (a planar faction of anarchists devoted to destroying tightly ordered societies) seeking one of the pieces of the *Rod of Seven Parts* wandered through the wrong portal and ended up in Thyrin Gol. After a long conflict, the shadar-kai and the nihilists settled into an uneasy peace based on mutual respect and the need to cooperate against an even greater threat: a seemingly endless undead horde.

Thyrin Gol Today

Thyrin Gol exists in a state of perpetual tension. Between the threats from above and below, the Doomguard in their midst, and their own natural inclination toward infighting, the shadar-kai of the Thyrin tribe remain constantly on guard. Winning the trust of these shadow warriors is no easy task, nor is keeping it.

The tribe survives on cultivation, mining, and trade. Slaves—mostly shadowborn humans, dwarves, and elves—farm the luminescent fungi that grow in the caves and raise animals to feed the tribe. Also relegated to slaves are such tedious assignments as construction and repair, extracting ore, and low-security guard duty. Occasionally, shadar-kai of the tribe must perform these tasks as punishment. Such monotonous activities invite the shadow that is part of every shadar-kai's life to grow.

By contrast, the shadar-kai's day-to-day activities are extremely violent. They use warfare to stimulate their senses and stave off apathy. Cadres of shadar-kai waylay travelers and raid caravans that pass into their territory, mount offensives against rival shadar-kai enclaves, and defend themselves against the horrors that dwell below. The adventurers might run into one of these groups in **Shadar-Kai Death Dealers**, on page 22 of the *Encounter Book*.

DEATHSTEEL

Thyrin Gol is set in the Gol range of gray-black mountains, forbidding to outsiders but rich in deposits of death ore, a blackened form of iron. This metal is the key to producing deathsteel, which is used to craft weapons and armor used in battle against undead and other creatures of shadow. Traders out of Gloomwrought make the long journey into the Gol Mountains to acquire this mineral from the Thyrin tribe at considerable cost. Shadar-kai raiders often ambush approaching caravans and steal their supplies.



Recently, the attacks from the Shadowdark have increased in scope, and for this reason the shadar-kai negotiated a treaty with the anarchists in their midst. In exchange for standing with the shadar-kai against the creatures of the Shadowdark, the Doomguard are free to remain as long as they wish in Thyrin Gol and share in the community's resources. This arrangement isn't a bad trade-off for the Doomguard; the alternative is to wander off into the Shadowfell with no supplies, allies, or directions—possibly with a vengeful tribe of shadar-kai in pursuit.

Deathsteel Armor Level 2+ Common

Crafted from death ore drawn from the Gol Mountains in the Shadowfell, this armor protects the wearer from the necromantic energy that suffuses that plane.

Lvl 2	+1	520 gp	Lvl 17	+4	65,000 gp
Lvl 7	+2	2,600 gp	Lvl 22	+5	325,000 gp
Lvl 12	+3	13,000 gp	Lvl 27	+6	1,625,000 gp

Armor: Chainmail, scale, or plate

Enhancement: AC

Property: You gain resist 5 necrotic and a +2 item bonus to saving throws against effects that include ongoing necrotic damage.

Level 12 or 17: Resist 10 necrotic.

Level 22 or 27: Resist 15 necrotic.

The twelve remaining Doomguard members cannot defeat the shadar-kai's superior numbers, so they bide their time until they see a chance to rebel against the founders of Thyrin Gol. Until then, they lend their steel and magic to aid the shadar-kai, silently learning the race's fighting skills as they fight beside their temporary allies.

Deathsteel Weapon Level 2+ Common

This weapon was forged from death ore mined from the Gol Mountains in the Shadowfell. It allows the wielder to cut through an enemy's necromantic resistances.

Lvl 2	+1	520 gp	Lvl 17	+4	65,000 gp
Lvl 7	+2	2,600 gp	Lvl 22	+5	325,000 gp
Lvl 12	+3	13,000 gp	Lvl 27	+6	1,625,000 gp

Weapon: Any

Enhancement: Attack rolls and damage rolls

Critical: +1d6 damage per plus of the enhancement bonus

Property: When you deal damage with a weapon attack using this weapon, the damage ignores necrotic resistance.

Important Figures in Thyrin Gol

As chief of the Thyrin tribe, Yxir the Vaunted rules in Thyrin Gol, where his word is absolute. A cunning shadar-kai with many scars, Yxir has held off numerous challenges to his rule by ruthlessly wielding his twin curved blades, staying one step ahead of the competition. Stoic and unforgiving, he is highly respected and admired by the other shadar-kai of the tribe, any of whom would die for him—except for those who plot to undermine his rule.

A shadar-kai called Svyn provides for the tribe's religious needs in addition to lending her magical talents to their efforts. Known as a seer, she shares her visions only in cryptic language meant to serve her own purposes. Called by some a priest, others a witch, Svyn ventures far from Thyrin Gol on her nightmare steed, Sear, perpetually seeking mysteries she keeps secret from others.

Limea Deathbringer, the human leader of the Doomguard contingent in Thyrin Gol, quietly opposes Yxir. Under her leadership, the surviving Doomguard have ingratiated themselves with the shadar-kai, which is all part of her plan to turn on her hosts at an opportune moment. Limea is known for her dishonorable but effective fighting style, which utilizes showy, dirty tricks.

Shadow Witch (Hook): Even if they're nowhere near the enclave, the adventurers might encounter Svyn on one of her mysterious journeys. Such meetings are rarely coincidental, or so Svyn claims. She requests assistance from people she meets to help her complete her prophetic quests. One of these prophecies might involve one of the characters and might be necessary to save him or her from certain doom.

Sites in Thyrin Gol

Thyryn Gol is challenge enough, but dangerous locales surround it, so that the task of getting there can occupy an entire adventure. Heroes might have to deal with threats from the shadowy depths as well as those within the enclave.

Gol Mountains

The mountains seem to blur in the muddy Shadowfell light, as though distorted by waves of heat. Gazing into the gray-black monoliths brings a wave of dizziness.

Rich deposits of death ore cause the Gol Mountains to radiate an illusory effect that distorts the air, making one's surroundings difficult to perceive. Those who dwell here have learned to withstand the effect, but newcomers are unable to look at the mountains for long before becoming disoriented.

No one can remember the source of the mountain range's name, but paintings in the deepest caverns indicate that a tribe of creatures living in this land

worshiped a death goddess of some sort. Raven Queen imagery and iconography is notably absent from these painted scenes, but that hasn't stopped the resident shadar-kai from claiming the mountains to be sacred to the dark goddess. Only the Thyrin tribe's witch, Svyn, knows (or at least suspects) the truth, and she seems content to allow her tribemates to believe what they will.

Aside from the shadar-kai who call the mountains home, numerous monsters lair here, including a number of ogres led by shadow-warped oni, a band of medusas, a herd of nightmares, and a territorial black dragon called Vhereghast. Such dangers claim many lives, but the corpses of creatures that die in the range disappear quickly. In truth, they are dragged underground by even darker forces that lurk below (see "Deep Shadow," page 75).

Servant of a Dark Maiden (Hook): Travelers passing through the Gol Mountains report sighting a jet-black unicorn that seems to have seized leadership of the herd of nightmares known to lair here. The shadar-kai of Thyrin Gol have tried to capture this beast, to no avail. Some believe it to be a sign of the Raven Queen's favor, others a harbinger of her wrath.

Cytus, the River of Tears

The chilly waters of Cytus slowly twist out of the Gol Mountains and down into the Shadowdark. Except in the immediate vicinity of rapids and waterfalls, the salty river glides in silence. None can say for certain where its headwaters lie, but some tales suggest that the river starts in a place called the Lake of Lament, where it's said that the world's sadness is collected.

Slick ice and roving banshees make the shores of the Cytus treacherous, and the saltwater itself is like poison for the soul, for those who drink from it are overcome with despair. Yet, desperation drives some to cross the river. Legends claim that any who manage to ford the river without drinking its waters or being submerged gain power over despair and misery. No sadness can touch their souls unless they cross the river again.

Catacombs of Withan

Beneath the Gol Mountains are the Catacombs of Withan, the remains of one of the first shadar-kai settlements in the Shadowfell. The shadar-kai of Withan were some of the first to learn how to resist the gloom of the Shadowfell. They embraced hedonism to such an extent that the Raven Queen eventually forsook them. Without the Raven Queen to guide them, their practices became increasingly violent and depraved until the city collapsed in on itself.

The catacombs are a labyrinth of rooms and passageways. Many of the walls are made from bones tightly packed together with mortar. The remains of Withan are haunted by the souls of the city's former residents, which linger as ghosts and death knights. Withan is a profane site to the shadar-kai of Thyrin Gol, a symbol of what unfettered debauchery can lead to.

Thyrin Encampment

The tunnel opens into a reinforced encampment. Cries of joy and pain echo from within—some uttered by the same throats.

The shadar-kai of the Thyrin tribe dwell in a series of caves protected by four interlaced defensive caverns, each designed to stop an invading force in its tracks. Using steel, traps, and natural chasms and choke points, the shadar-kai can fend off a vastly more numerous force while their tribemates flee into the caves. A dozen entrances scattered throughout the mountains lead to winding tunnels that connect to the encampment. Only the Thyrin know them all.

The shadar-kai dwell apart from their slaves, though exceptions have been made for the most appealing specimens—those who are especially attractive or aggressive. The shadar-kai enjoy watching slaves romance or fight among themselves.

Escape or Revolt (Hook): The Thyrin slaves crave freedom but tolerate their captivity, since venturing forth into the greater Shadowfell would be far worse. However, they jump at any chance to escape under the protection of sympathetic adventurers. The slaves are loath to challenge the shadar-kai directly, but heroes could muster them to action and tip the balance in their favor. Several slaves have significant connections in Gloomwrought, and returning them home could net a sizable reward.

Tame the Nightmare (Hook): The members of the Thyrin tribe, like all shadar-kai, prize nightmares as steeds. They will pay an excellent price for nightmares brought to them for training, preferably alive and undamaged. Characters receive 1,000 gp or more for each nightmare they can deliver unbloodied (perhaps through a skill challenge involving Arcana, Endurance, and Nature), or 250 gp apiece for those rendered unconscious.

Shattered Cavern

This cave must have been beautiful once, but its stalactites and stalagmites have been shattered and its stone walls defaced with cuts and crude paintings. A number of armored warriors stalk about the chamber, shouting and cursing.

Hateful of order or of anything beautiful, the nihilistic Doomguard have reduced their home cavern to a cracked ruin. Here they lurk, constantly brooding and scheming to escape their bad situation. They take comfort in delving into the Shadowdark, where they can forget their current woes as they indulge in their favorite pastime: destruction.

The predominantly male Doomguard members compete for the favor and affection of their tough-as-nails captain, Limea. A shrewd leader, she plays the warriors' desires into rivalries just strong enough to make them perform their best, but not overwhelming enough to drive them to the same infighting that plagues the shadar-kai.

Lost Favorite (Hook): Unknown to the shadar-kai, the Doomguard captain Limea is the niece and favorite Lord Nariche, leader of the order, and returning to her homeland Kalandurren in the Astral Sea has long been an important goal for her. Limea has so far kept this information a close secret; if the shadar-kai suspected she were as important as she truly is, they would seek to ransom her. The adventurers might have been retained by the Doomguard of Kalandurren to find Limea, or they might encounter Thyrin Gol during their explorations and entertain a request from Limea to help her escape and return home. If they succeed, they can expect a substantial reward—or at least protection from the Doomguard's rampages.

Deep Shadow

The sounds of gnashing teeth and unnatural cackling fill the darkness that lies deep beneath the world. There are terrors here that no sane traveler can even begin to imagine.

The Shadowdark is a reflection of the Underdark, just as the Shadowfell is a reflection of the mortal world. And in the same way, the Shadowdark emphasizes the dangers of an already terrifying realm. Here, the darkness seems deeper, the creatures fiercer, and the stakes far higher. The caverns beneath the Gol Mountains become a perilous maze for the unwary or unlucky, filled with undead and other horrors. Ironically, this deadly environment keeps the shadar-kai alive and sane: By risking themselves against its hazards, they maintain their grasp on existence.

The greatest threat in the caverns known as Deep Shadow is Algagor, an undead beholder eye tyrant. The creature has existed here since before the Gol Mountains came to the Shadowfell, and has spent that time building an army with which to seize as much territory as possible in and around the mountains. The Thyrin tribe represents its biggest obstacle, so Algagor is courting the Doomguard exiles to end their uneasy alliance with the shadar-kai and fight for the beholder's cause.

Algagor commands its servitors (particularly wights and zombies) to claim the corpses of creatures that fall prey to the Gol Mountains' dangers. For this reason, the bodies of the dead disappear quickly from the surface or the caves in this area. The beholder's ultimate purpose in this endeavor is known only to itself.

Extraction Mission (Hook): An associate of the characters has gone missing during an expedition to the Gol Mountains, or a noble family in Gloomwrought hires them to recover a lost relative. The adventurers arrive at the scene of a desperate battle and find personal belongings of the missing person but no corpses. However, distinctive tracks in the dirt suggest that the bodies were dragged away. If the adventurers decide to follow, they enter winding tunnels that delve far underground. After overcoming Algagor's undead servants, they can reach the beholder's lair and discover what dreadful plans it is fueling with the stolen corpses.

DEAD MAN'S CROSS

Innumerable paths and dirt roads cut through the wild places of the Shadowfell. No one is sure who built these roads, when, or why. Many of them twist back on themselves repeatedly or end at the edge of a cliff or against a featureless wall of stone. They vary widely in description, but they all have one element in common: a fine, ashy dust that is anathema to life. No matter how long a road lies unattended, plants can never take root on it. Seeds that drift down from overhanging trees wither and die within moments of landing on a road, becoming just so much more dust on the path.

Only a few of the roads lead somewhere that anyone would consider useful, such as to the keep of a Raven Knight or a shadar-kai camp. The rest seem to exist only to expose a traveler to the insidious atmosphere of the Shadowfell. Still, adventurers persist in exploring these ancient paths, hoping that one might lead to a forgotten treasure hidden in the far reaches of the Shadowfell—or to a wonder such as the infamous Dead Man's Cross.

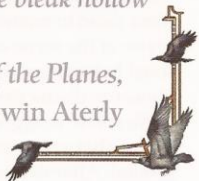
Discovered long ago, when Gloomwrought was little more than a small village of stone hovels surrounded by a thin black wall, Dead Man's Cross lies at an intersection of five of the Shadowfell's meandering roads. Located northeast of the City of Midnight, this meeting of the roads is on a wide, flat plain that houses the skeleton of a long-dead village. Sharp winds, howling like the cries of the dead, blow clouds of dust across the remnants of the old buildings.

The crossroads is an abnormally strong shadow crossing, linking the Shadowfell to dozens of locations throughout the planes. Creatures on other planes that wander too close to its dark points of connection are ripped violently into the Shadowfell. For many unlucky (and unwitting) travelers, this place is the first thing they see on entering the plane.



"A lonely crossroads of five ways is marked by a withered sign, the writing upon which has faded to illegibility. The crossroads seems like any other, except for the strange aura it exudes—a sensation of vast space, limitless potential in a single bleak hollow of land."

*—A Codex of the Planes,
by Corwin Aterly*



On occasion, those who come near Dead Man's Cross—whether from the Shadowfell side or any of myriad other worlds—arrive at the House of Black Lanterns (page 78). Unusually well adorned considering its desolate location, this inn appears at the crossing sporadically.

The Dead Man

At the center of the crossroads stands a grisly marker, a signpost adorned with an ancient corpse bound to its crosspieces. The constant abrasion of windblown dust has scoured clean the placards of the signpost and turned the body into a desiccated husk. The corpse's skin is as black as night and as hard as boiled leather. The lids of its eyes are stitched closed, and its lips have pulled back around its teeth into a grin.

Simply and unromantically called the Dead Man, the corpse at the center of Dead Man's Cross is said to have been a former high priest of Nerull, condemned to an eternity of servitude by the Raven Queen upon her elevation to godhood. The corpse gives a warning when something is about to enter the Shadowfell. With a sound of creaking leather, the Dead Man's head slowly swivels to look at the location where a creature will arrive, moments before it appears. This warning has saved more than a few lives. Most creatures that are pulled into the Shadowfell at the crossroads succumb to confusion and terror after this sudden passage, lashing out at anything nearby.

The Dead Man also guides travelers who wander the dusty roads. Anyone who asks it about a specific location, such as "Where is Gloomwrought?" or "Which direction is Letherna?" can make a moderate Arcana check. If the check is successful, the Dead Man's skeletal fingers uncurl to point toward the destination. Although the Dead Man can provide no more than a direction, clever individuals have used its clues to infer the location of an enemy's hidden encampment or the resting place of a powerful magic item.

Rumors persist of a third aspect of Dead Man's Cross—rumors that gravely concern the nobles of Gloomwrought. The stories say that the area can be used as a conduit not just between worlds, but also between locations in the Shadowfell (see the "Walking Through the Shadows" sidebar). Such power, if it exists, directly threatens the nobles' interests. Each house spends a fortune to guarantee its security, and the prospect of interlopers suddenly arriving in a family's inner sanctum is deeply unsettling. Members of the larger families regularly pay for any new information about Dead Man's Cross—particularly if it helps them guard against potential abuse.



DEAD MAN'S CROSS

Getting to the Crossroads

There are a few options for getting the party to Dead Man's Cross. If the characters travel to the Shadowfell by means of a portal or a ritual, or through a shadow crossing, make the crossroads the destination. This arrival

WALKING THROUGH THE SHADOWS

The rumors are true. Not only is Dead Man's Cross a shadow crossing, it also acts as a means of passage within the Shadowfell. The Dead Man can transport a traveler to any other location in the Shadowfell that lies in darkness—in other words, nearly anywhere.

A small number of clergy in Letherna and Gloomwrought, the oldest noble patrons, and Prince Rolan are the only ones aware of this truth. Those in the know fervently keep the secret. Most of them believe that the Raven Queen originally built the shadow crossing nexus for her own use.

Using Dead Man's Cross to travel across the Shadowfell requires a hard Arcana check or Religion check. A success opens the conduit for 1 round, allowing access to most locations in the plane. If the check fails, Dead Man's Cross instead brings forth a group of Shadowfell monsters of the party's level.

Whether or not the check is successful, an adventurer who attempts it must immediately draw a card from the Despair Deck.

point lets you set the mood of the Shadowfell right away. Suddenly the adventurers are standing in a howling, windswept field watched over by a bound corpse. You can enhance the atmosphere by having the Dead Man raise a skeletal hand to point toward Gloomwrought, or any other location in the Shadowfell you want the party to explore. To drive home the gloom, you might also have the players draw from the Despair Deck.

If the adventurers have started in Gloomwrought, you can bring them to Dead Man's Cross at the behest of a noble house trying to learn more about the shadow conduit, or in search of the House of Black Lanterns (see below). Alternatively, since the shadow crossing regularly pulls creatures of all varieties into the Shadowfell, a party in search of quick glory or experience can head there for good old-fashioned monster slaying.

Bandit Tribes

Weary travelers heading to Gloomwrought from the north often pass through the crossroads, and bandits hide in the surrounding ruins to prey on wayfarers and new arrivals alike. These bandits have built dozens of small encampments on the outer fringes of the dusty plains, and they do battle with each other in the spans of time between the appearances of new victims.

The largest and most successful of these bandit gangs is the Cracked Jaw tribe—a group of orcs that long ago came to the plane through the shadow crossing. Initially, many members of the tribe died in combat with travelers on the Shadowfell's roads, but the orcs eventually

adapted to their new surroundings. Now their band numbers nearly thirty members, consisting of orcs and former captives that have been swayed to the tribe's way of life. A strangely democratic group, the tribe elects a new chieftain after the former leader has fallen.

Pilgrim Souls

The crossroads temporarily hosts spirits of the recent dead that travel northward out of Gloomwrought, headed ultimately to Letherna for their final judgment by the Raven Queen. In an almost ritualistic fashion, the ghosts approach the Dead Man for directions before sweeping into the dark skies. Most living creatures that know of the Dead Man's ability to direct travelers learned it by watching the corpse respond to these spirits.

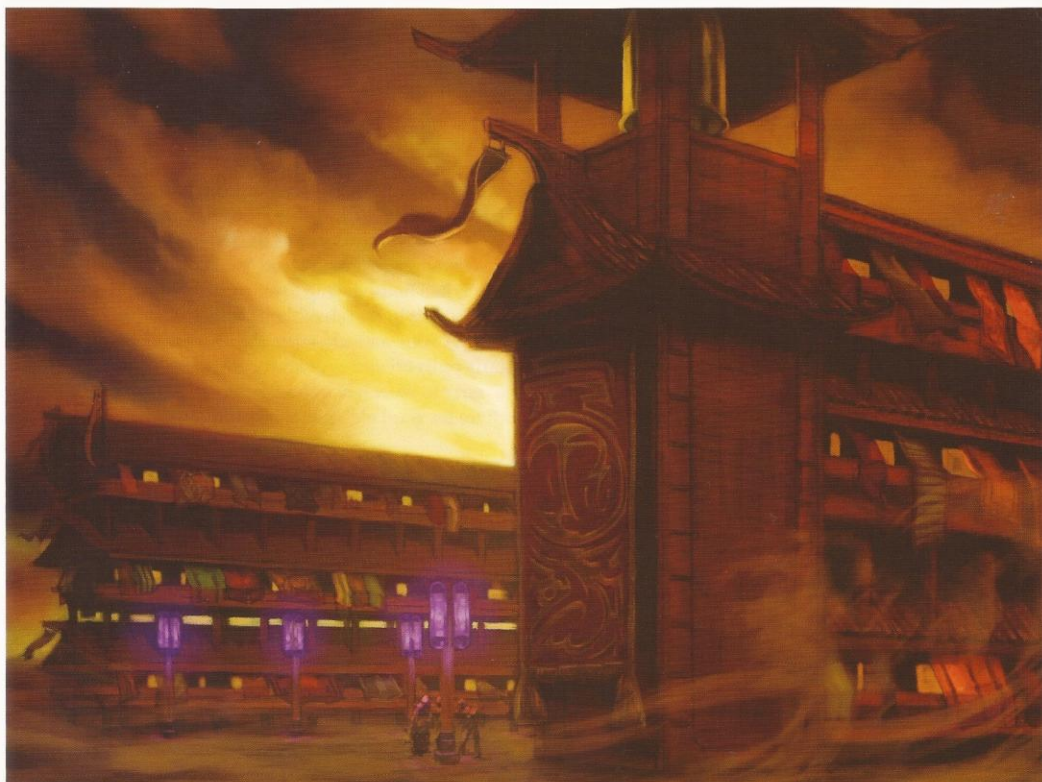
For the most part, the spirits are content to share the dusty roads with their living counterparts, but sometimes conflicts occur. If the spirit of a dead person meets its killer at the crossroads, the spirit single-mindedly attempts to destroy the other. Every spirit defends itself against attack. Otherwise, the dead implacably pursue their only purpose: to meet with the Raven Queen and gain the reward or punishment that awaits them.

House of Black Lanterns

A bell peals three times, then suddenly a building appears in the swirling dust—one that surely hadn't been there a moment before. It stands three stories tall, and its three wings face into a great courtyard of cobblestone. On a dozen poles arranged about this courtyard, long black lanterns hang, each burning faintly with blue light.

The House of Black Lanterns is the most important feature of the crossroads, aside from the Dead Man. Crafted centuries ago by unknown hands, the inn provides shelter to wayfarers from the plane's darkest corners. Most who witness the sudden arrival of the inn write it off as a trick of the eyes, the result of stress from a disorienting passage. Frequent visitors to the crossroads swear that the inn appears out of nowhere, like a ship emerging through the fog, and departs just as mysteriously.

Inside, a well-trained staff sees to the needs of guests. These folk are amiable to travelers, ready to answer questions about the Shadowfell and provide basic services. They hesitate only when questioned about how they came to work at the inn, quickly finding excuses to change the subject or disengage.



The inn's services are carefully overseen by Yarol, the tiefling who currently runs the place. The innkeeper seems delighted to receive new arrivals in the Shadowfell and does not hesitate to offer them unsolicited advice. Most often, he cautions his customers about the dangers that await them in Gloomwrought, but for an extra payment he warns them about the teams of bandits that await them along the road.

Over the centuries, the inn has repeatedly changed hands, typically at the point of a sword. Yarol became the first person in decades to take over the place non-violently, claiming to have won the House of Black Lanterns from the previous owner in a game of chance. Although his statement is technically true, Yarol is omitting an important detail: He has an uncanny talent for twisting fate in his favor. The Raven Queen has allowed him to enjoy his winnings, but she now keeps a close eye on the tiefling and the inn, making sure Yarol doesn't again intrude on her portfolio.

Dark General (Hook): A nightwalker calling itself Lord Nill has recently targeted the House of Black Lanterns, sending waves of undead against it in violent attacks. What connection the creature has to the inn is unclear, but the nightwalker seems able to follow the house wherever it goes, suggesting that it might once have owned the place or at least had access to its secrets. The characters can resolve this situation through combat in *Showdown at the Black Lanterns* on page 28 of the *Encounter Book*.

A Place of Respite

Security, comfort, and sustenance make the inn desirable to those traveling through Dead Man's Cross. For a mere five pieces of gold, a visitor gets a room upstairs and a hot meal. Shadar-kai and shadowborn dine side by side in the common room, while spirits of the dead gather in the courtyard to wait patiently on the Raven Queen's servants before continuing their journey to Letherna.

Most important, the House of Black Lanterns offers protection from the raiding parties that wait on the road. Victims of the shadow crossing are easy to identify by the mixed expression of confusion and depression they all share. Yarol has a soft spot for these planar refugees, and he hires them on as temporary employees until the next time the inn travels to a location where they might find a way home. Some are so grateful that they choose to stay on indefinitely. Yarol has constructed a security detail of loyal followers from a dozen worlds to help defend the house in the event of an attack.

Yarol manages the inn's day-to-day operations. An elf matron named Caedwyn prepares meals, and servers of many races, backgrounds, and worlds wait on the patrons. The inn also employs two impressive guards, a goliath warrior named Georn and the half-orc berserker Thalan, former adventurers who have settled here and lent their strength to its defense.

The Odd Twins (Hook): Two young children called Han and Gri—white-skinned and pale-haired human twins about seven or eight years old—recently came to the House of Black Lanterns. No one knows how they arrived or where they are from: They seem to understand the Common tongue only a little, and they refuse to speak. Their youthful appearance and innocence, although slightly tinged by strangeness, have won them the adoration of the staff.

In truth, the two are disguised oni who are scouting out the inn in possible preparation for an attack. If the characters see through their illusion and warn Yarol before hostilities can commence, the innkeeper is appropriately grateful.

The House's Travels

The shadows stir. The cold wind trails to nothing, but the black lanterns continue to rock on their poles. Fog closes around the inn, and when it lifts, the bleak landscape of the Shadowfell has changed.

The House of Black Lanterns moves about the Land of Shadows on a seemingly random schedule. In actuality, it appears where and when it is needed, as though whatever force moves it can sense this necessity.

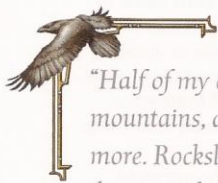
Not even the inn's employees can be certain, but some say that Yarol has discovered a way to manipulate the shadow conduit of Dead Man's Cross and thus shift the House of Black Lanterns to almost any location in the Shadowfell. The tiefling seems able to prompt the inn's movement, though whether he is directing it (or can do so accurately) is a frequent topic of discussion about the common room.

There's no telling where the House of Black Lanterns will appear, though it always stands near a road no matter where it ends up. Visitors might exit from the inn to view before them a bleak plain, a narrow Gloomwrought street, or a ridge of the Darkreach Mountains. Oftentimes, the inn is no longer there if they look back toward it.

THE HOUSE AS TRANSPORT

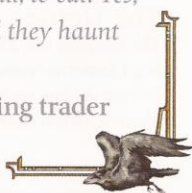
The House of Black Lanterns wanders to a new location at the whim of Yarol. Usually he moves it to avoid danger or to restock the inn's stores, but he can sometimes be convinced to transport it to a specific location desired by one or more of his guests. A character who succeeds on a moderate Diplomacy check opens Yarol up to the possibility, and greasing his palm with a few hundred gold pieces seals the deal.

DARKREACH MOUNTAINS



"Half of my caravan was left behind in those mountains, and we were lucky it was not more. Rockslides, avalanches, paths that disappear behind you and leave no choice but to go forward to certain doom. . . . When the monsters came, we welcomed them just to have something to fight, to kill, to eat. Yes, I have seen the mountains, and they haunt my memories every night."

—Panaril, traveling trader



The Darkreach Mountains stand as the remnants of an ancient primordial named Volunt. When the gods battled the primordials in the Dawn War, the battles raged across the cosmos, and some carried over into the Shadowfell. After Volunt was defeated, he was cast down upon the desolate plains of the Shadowfell. There, broken and dying, he began to sink slowly into the plane's surface. Only then did he realize he was not alone. The shades of the Shadowfell, many of which had died at the hands of cruel elemental masters, saw Volunt laid low, and they came for their revenge. They fell upon him, ripping and rending, destroying his body. When all fell still once again, the only evidence of his fall was a mountain chain, now called the Darkreach.

The Darkreach is divided in two by the Gorge of the Mourning Mist, a valley covered in impenetrable fog. To the south, a cluster of tall and spindly mountains called the Claw slash at the sky and support only the hardest of life. To the north lie the Teeth: stouter, snow-capped peaks offering more manageable terrain but harsher weather. The Claw and the Teeth supposedly represent the last physical remains of Volunt's body. Each of these sections of the range is perilous to both spirit and flesh. Any who live and adventure in the mountains must be desperate, crazy, or extraordinarily driven.

The Frozen Path

The mountains here are even larger than the stories suggest. The trail leading between them disappears upward into a mess of jagged rocks and narrow fissures. Above, peaks of pure white stand starkly against the sky, which seems darker than elsewhere. Perhaps it is a trick of perspective, or perhaps the sky is fighting back against the brightness of the falling snow.

The main passage through the Teeth is a narrow gap called the Frozen Path. The name is well deserved—ice from constant blizzards encrusts everything along this route. The sheer rock faces shine like cool blue mirrors, but travelers who look too closely do not see themselves as they are; instead, the cliffs depict them shattered and dying on the rocks, a gruesome fate awaiting those who dare the pass.

When a storm rages through it, the Frozen Path becomes all but impossible to traverse. Blinding snow hides boulders that tumble unpredictably across the pathway. Winds howl down from the peaks, keening with the voices of all who have died among the rocks, rising to a chorus of pain and loss that threatens the sanity of any who listen. Cold and wind rip at the fingers and boots of those attempting to negotiate thin walkways over treacherous gorges.

Even when the weather is calm, the Frozen Path is not without its dangers. Creatures that were once bound to serve the death giants that formerly dwelled in Kazzak'tul (page 82) still make their homes in the mountains, and they do not welcome visitors. Chillfire destroyers, elemental creatures of both cold and fire, wander without purpose, attacking anything they come across. Oni and ogres patrol the pass with their worst pets. False pathways crisscross the mountains, and taking the wrong turn can lead explorers deep into the peaks, where even fiercer storms and monsters await.

Beneath the slopes of the Teeth runs a spiderweb network of caverns. During the rule of the death giants, these caves housed a tribe of duergar slavers that brought captives to Kazzak'tul to be consumed. Eventually the giants became greedy and started taking the traders as well as their wares. The giants' lack of foresight cost them, for the duergar shunned them thereafter, and Kazzak'tul soon suffered from the shortage of new slaves, contributing to the eventual downfall of the fortress.

Adventurers who are unwilling to brave the path's surface dangers can traverse the caverns, though this approach involves the difficult task of navigating underground. A group that becomes lost here, without even the weak sun as a guide, is unlikely to find the surface again on its own. Explorers might encounter the remnants of the duergar tribe that inhabits the caves. The duergar can provide guides to the exit on the other side of the path—at an extortionary price. They are wary of the death giant fortress on the other side, but they also know that the travelers probably have no alternative and thus are prepared to pay heavily. And if the explorers do meet their demands, the duergar might still betray them, robbing them and abandoning them in the caverns.



DARKREACH MOUNTAINS

MIKE SCHLEY

Fellwroth Village

Hidden at the western end of the Frozen Path, sheltered by a cliff shelf, is a village. Stern-faced shadar-kai walk the streets, and they grimly size up outsiders.

The village of Fellwroth, the ancestral home of House Fellwroth of Gloomwrought, rests in the foothills of the Teeth. With their noble manor in the City of Midnight now seemingly abandoned, the shadar-kai of Fellwroth live here on the edge of civilization. Like most of their kind, the shadar-kai residents of the village live a life of risk. They foray into the mountains constantly, risking the weather and the monsters to climb just a little farther, a little higher, in search of the rush of sensation that staves off their dissolution.

The largest structure in town is a combined general store and inn, where travelers can rest for a night and buy supplies for their attempt at tackling the Frozen Path. All kinds of climbing and cold-weather gear are available. The citizens of Fellwroth can provide general information about the mountains, and their constant forays into the Teeth keep them apprised of new developments. Some of the more experienced shadar-kai even venture to the Claw on occasion. Although they have never made direct contact with the monks of Yandere (page 84), they have seen them, and they know that the monastery lies somewhere in the southern range.

The residents are well aware of Kazzak'tul and of the ogre Ulag's rise to power (see below), but Ulag isn't concerned about them. His dominion is near the other end of the pass, and nobody in Fellwroth Village wants to bring themselves to his attention. A few shadar-kai have made the climb to see the fortress, but none will act as a guide—the path is treacherous enough without having to assist a crew of newcomers. Someone in the village might be willing to sketch a rough map of one good route along the path, but the frequent rockfalls and shifting storms mean the drawing is likely obsolete even before it's finished.

Sentimental Value (Hook): The lineage of Gloomwrought's House Fellwroth traces back to this village, and distant cousins of the nobles still live here. One of them has an ancient family heirloom—a silver raven crafted to honor the Raven Queen's accord with the shadar-kai. The item has little monetary value, but it means a great deal to the family. It is actually the phylactery of Vargas Fellwroth, the lich that now resides in the noble house in the City of Midnight (see "Fellwroth Ruin," page 26).



Kazzak'tul

A wall of black iron rises from the rock. It's tall enough to be part of the mountainside, but two huge gates topped with a looming watchtower reveal its true nature. The metal sucks the feeble light out of the surrounding area, and runes etched into its surface glow with malice. The doors stand open, allowing a glimpse into the death giant fortress of Kazzak'tul.

Any sane person fears the death giants that still roam the Shadowfell. The plane's influence has corrupted them and sent their civilization into ruins, but the giants are still some of the most dangerous threats on the plane. Few beings can stand against the power of the giants' axes and their magic, but even so, the giants are far from immortal. Abandoned cities and fortresses acattered throughout the Shadowfell testify that the death giants can indeed be bested, by forces from without or within.

Kazzak'tul is nestled in the frozen Teeth of the northern Darkreach. This ancient structure was clearly intended for war on a large scale before it was abandoned long ago. Inside, wide avenues lead between barracks and smithies built of starkly carved stone. The immense buildings are crumbling from neglect, but pathways frozen in the snow and mud prove that someone—or something—still resides here.

Kazzak'tul was once occupied by four death giant lords, each controlling a district of the sprawling complex and leading a small army of servants and slaves. Constant conflicts between these self-styled lords raged in the streets. As the skirmishes escalated into wars, every minion's death fueled the ambitions of the giants. They gorged on the souls of each other's armies, becoming immensely powerful, and their battles shook the mountains to their roots.

In the end, the giant lords finally set upon each other in hand-to-hand combat, each trying to become the sole ruler of the keep. One, Gathal, emerged victorious, but his triumph was hollow. Even with the souls taken from the other giants, the effort of the fight had weakened him too much. He was able to sustain himself only briefly before his body began to fade away once again. When the sun set that day, the last of the death giants had vanished, and Kazzak'tul stood empty.

The keep lay abandoned for years thereafter, but in time, new denizens took over Kazzak'tul. A shadow-born ogre named Ulag has risen as its new lord. He tapped into the fell magic left behind by the death giants to take over the fortress and the surrounding mountains, destroying or enslaving all in his way. But the price was high. As he bound the power of the death giants to himself, Ulag discovered he was fading away as they did. To sustain himself and his new power, Ulag must consume the souls of his followers, just as the giants did. Now, the fortress is the scene of the same atrocities as in centuries past, and Ulag has reopened the slave trade to feed his constant hunger.

Kazzak'tul rests near the end of the Frozen Path more distant from Gloomwrought, but the name is heard even in the City of Midnight. Rumors of the great wealth accumulated by the death giants abound, and the noble houses thirst for the powerful magic the giants left behind. Many patrons might send a party of adventurers to explore and loot Kazzak'tul. The characters also might come for their own reasons, such as tracking down the source of the renewed slave trade. Unlike the fortress, though, Ulag's existence is not well known, and adventurers coming to investigate the ruins might be surprised to find them occupied again.

Grave Robbers Apply Within (Hook): The first giant lord to be killed at the start of Kazzak'tul's occupation, long before the all-consuming war, was entombed somewhere near the fortress. Rumors claim that he was laid to rest with many treasures, including a mighty greataxe of legendary power. The artifact years to be discovered and brought back into the world, and it exerts its influence to help explorers find the site—but it cannot help in the battle against the tomb's construct guardians.

Plaza of the Blood Snow

A vast space opens beyond two buildings, seeming for a moment to extend outside the fortress. In fact, it is a plaza, immense even by giant standards. Amid rubble and destruction, you see the corpses of three death giants, each frozen in a moment of anguish. Across it all, snow falls gently to the ground, where it stains a deep purple color.

The final battle between the four death giant lords took place in this plaza at the center of the keep. Every surface of this space bears the scars of that fateful encounter. Stone blocks and piles of wreckage litter the ground, torn by massive hands from nearby buildings that stand open to the elements, and snow swirls inside rooms built for titans. Humanoid-sized bodies are everywhere in the square, most dressed in rags—slaves that died alongside their masters on the day of reckoning.

The frozen remains of three death giants dominate the scene. One is collapsed atop a raised dais, run through with a sword the size of a horse. The corpse's glazed eyes are as lifeless as those of the statue the giant toppled over in its death throes. The other two are similarly caught at the instant when they expired.

Close examination of the bodies reveals that they are not as solidly frozen as they first seemed. Death has not halted the wasting sickness that afflicted the giants, and their corpses are almost translucent. To anyone brave enough to touch the bodies, they feel like they're in varying stages of decay. One is soft and wispy to the touch, like cotton. Another is as firm as packed sand, and the third is pliable enough that it seems ready to stand up and fight again.

Despite their long-ago death, all three bodies steadily exude small rivulets of viscous purple blood that flow into a pool at the center of the square, dyeing the snow all around. The blood taints those who touch it with an affliction that resembles the soul rot disease carried by necromantic seepage, except that a victim that succumbs to this disease doesn't rise as a wraith—instead, the spirit of one of the death giants captures its soul. A giant that claims enough souls in this way can potentially rise again. A few more recently slain bodies of mortals—followers of Ulag, or perhaps other adventurers—lie scattered around the pool, evidence that the giants continue to reap their dread harvest even after they have seemingly died.

The Fallen Rise (Encounter): During an unrelated encounter in the plaza, the death giants' spirits claim the souls of the enemies the adventurers defeat. One of the lords absorbs enough energy for its corpse to reanimate and attack the party. The death giant enters the combat bloodied and with one soul shard, and it is permanently dazed.

The Seat of Kings

Atop a rocky outcropping, this tower looms over an entire quarter of the city. The jagged carvings that cover its stone face consist of ancient runes and vile graffiti in equal measure. Currents of dark energy stream across the tower's surface, hinting at the rituals that occurred within its walls.

During the time of the death giants' empire, the lord of Kazzak'tul had his throne in this tower. When the empire collapsed and the rulership of Kazzak'tul was divided between the four lords, Gathal claimed the tower for himself. Now the ogre warlord Ulag, the new master of the ruins, calls it home. Over time, the necromantic rituals conducted within its walls have imbued the Seat of Kings with its own magic, and whoever commands it can call upon great power.

The tower's magic helped Gathal destroy his fellows, who still lie dead in the Plaza of the Blood Snow. In his moment of triumph, however, the death giant realized that he would not survive to savor his victory. Sensing that his time was short, he retreated to his ruined tower, where he made one last attempt to extend his life. Gathal performed a final ritual, trying to absorb the essence of the Seat of Kings and convert it into sustenance. Instead, the tower's magic overwhelmed and consumed the weakened giant, capturing his spirit within the stones.

Ulag occupies the throne room on the top floor, surrounded by his ogre lieutenants. Shadowy circles around the room focus the tower's energy on the golden throne. While he sits on the throne, Ulag is infused with power, which he uses to deal harshly with intruders. In **Throne of Ulag** on page 26 of the *Encounter Book*, the adventurers can confront the ogre in his chamber.

The basements below the tower make up a dank dungeon where refuse piles up in corners and vermin infest the hallways. The cells here imprison scores of slaves, which serve as fuel to sustain Ulag's newfound power. The pits clearly held other occupants in the time of the death giants, as the decayed corpses and skeletons still chained to the walls can attest. Occasionally, a corpse absorbs some of the tower's necromantic energy and reanimates, slipping out of its shackles to wander the halls. Ogre jailers come down at regular intervals to throw scraps of food into the cells or drag away a few more victims to be consumed.

Cries for Help (Hook): Ulag's prisoners are desperate to be released, knowing the fate that awaits them. They help the adventurers by providing any information they have about the movements of the ogre's servants. Captives who come from nearby villages or towns can return home safely on their own, but most hail from far away, where they were abducted by slave traders. If Ulag is defeated, these prisoners ask to return with the party to Gloomwrought, where they can find passage home or take up residence (perhaps to serve as future contacts).

A Final Goodbye (Hook): Searching through an empty slave pit, the adventurers discover a package concealed beneath a loose stone. The worn cloth wrapping around the small box falls away as soon as they move it. Clearly, an occupant of this cell sequestered it here long ago. A scrap of parchment inside the box appears to have had several lines of writing on it, but time and the conditions of the Shadowfell have made it nearly unreadable. All that can be made out is part of an address in Gloomwrought: "... in care of the House of Sterling."

Yandere

This slab of cliff looks no different from any other until a githzerai in a simple jerkin emerges from behind an outcropping. As he slips away, the perspective changes—the outcropping is an entryway, those crevices are windows, and the rock face reveals itself as a mountainside village.

Adventuring in the Claw is not easy. Even expert climbers avoid the jagged heights, and novices have difficulty in the foothills. Griffons and other airborne creatures infest high peaks that are inaccessible to anyone who can't fly or use magic to reach them. With no path or piece of tactical terrain to control—unlike in the Teeth—the value of the Claw lies in its isolation. The challenging environment and lack of natural advantages keep most reasonable people away. But anyone taking refuge from hunters or seeking privacy to conduct research will find nowhere as accommodating as the Claw.

A band of githzerai who sought this degree of isolation founded Yandere, a hidden monastery built into the side of one peak of the Claw. They

established it as a remote haven where they could contemplate the darkness of the Shadowfell and strengthen their minds against it. The narrow trail up the cliff face predates the monastery by nearly a hundred years—before Yandere, it led only to a small cave that opened into the mountainside. Inside the cave is a pool of still water, a locus of calming energy that initially drew the githzerai to this mountain. Tapping into the power of this pool prepares the monks to hunt the mind flayers that stalk the darker reaches of the Shadowfell, feeding on creatures grown listless from the plane's influence.

Few outside the Claw know of Yandere, just as the monks want it. They covet their solitude, preferring to concentrate on their training rather than deal with visitors. Outsiders who simply stop by to say hello are viewed with suspicion and uncertainty. Part of the monks' training is to trust only each other, and adventurers have to overcome these misgivings to deal with the residents of the monastery.

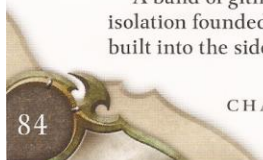
The people of Fellwroth Village in the Teeth are aware of the monastery, though not its exact location, and might provide a reason for the party to investigate it. Alternatively, adventurers following up legends about the cave of Yandere could discover the monastery while searching for the pool. The githzerai make exceptions to their no-visitor policy for those seeking the cave, especially other monks. They consider themselves guardians of the pool, however, and pose a test to anyone that asks to remove objects from it. They might ask the heroes to ascend to the peak of the mountain and place a prayer flag at the summit, or have them clear out a nearby nest of monsters that have been interrupting their meditations.

The Uncaring Monks (Hook): The githzerai of Yandere have been successful in overcoming the Shadowfell's gloomy influence. However, steeling themselves against malaise and depression has left them cold and unfeeling. They have lost their passion to hunt down their enemies, the mind flayers, and they seem unwilling to leave the mountain. If the adventurers can find a way to reinvigorate the monks, they could gain powerful allies that might later assist them at a crucial moment.

The Cave of Yandere

Behind the monastery, hidden in the building's shadow, lies a tiny domed cavern sheltering a serene pool. The pool is a dozen feet across and as still as glass. Just entering the cave releases the tension from taut muscles.

The githzerai were not the first to discover this cave and its tranquil pond. Over the centuries, various beings set up communities around the base of the mountain, close enough to allow ready access to the pool. The githzerai monastery was built on the slope of the mountain, as close to the cave as possible.



The calming energy that coalesces in this place attracts occasional seekers, but none aside from the monks stay for long. The mountains are too inhospitable, and the clear sense of purpose that the pool provides compels visitors to seek their fortunes elsewhere. While they remain in the cave, though, the calm waters protect them from the obtrusive influence of the Shadowfell.

The water of the pool has unique properties: It clears the mind and opens the eyes. If drunk, it immediately dispels the effects of a random despair card on that character (see page 11). Drinking can also remove a character's last despair card, as can taking an extended rest in the cave. The water can be bottled like a potion, but it loses its potency after three days.

The stones at the bottom of the pool absorb this calming energy, making them excellent foci for mental power. These *seeing stones of Yandere* can be used as ki focus implements.

Seeing Stone of Yandere Level 15+ Uncommon

This smooth stone instills a sense of calm and purpose. While holding it, you can think more clearly.

Lvl 15	+3	25,000 gp	Lvl 25	+5	625,000 gp
Lvl 20	+4	125,000 gp	Lvl 30	+6	3,125,000 gp

Implement (Ki Focus)

Enhancement: Attack rolls and damage rolls

Critical: +1d8 psychic damage per plus of the enhancement bonus

Property: You gain a +5 item bonus to saving throws against fear effects.

POWERS

Clarity of Purpose ♦ Daily Utility (Immediate Interrupt)

Trigger: You are blinded, stunned, or dazed by an effect that a save can end.

Effect: You ignore the triggering effect.

A Ripple in Still Water (Hook): The pool's calming effects have been somehow disrupted, and its water is turbid and cloudy. The monks are unable to concentrate during their meditations, and they are deeply concerned. An encroaching monster—especially one that manipulates earth—might be upsetting the flow of energy, or an impurity could be filtering into the pool from inside the mountain. The adventurers must determine the problem, perhaps through Arcana checks or Nature checks, and help resolve it.

The Mourning Mist

A chasm separates the two sections of the Darkreach—a deep gash in the rock shrouded in a mist that rises from its depths. As foreboding as the valley and its mists are, they draw the gaze away from the other mountains, as though calling travelers to come and meet their deaths there.

The crevasse between the Claw and the Teeth teems with roiling, impenetrable fog. Legend has it that, after his body and spark were gone, all that remained of Volunt was his angry spirit. Though spirits of dead

primordials usually dissipate into nothingness, Volunt's wrath was strong enough to keep him from fading entirely. The spirit settled into the valley, becoming the Mourning Mist, a substance that strikes down all who try to enter it.

Whether or not the legends are true, traveling through the miasma is exceedingly risky, and most who attempt it never make it back. The ones who return from the Gorge of the Mourning Mist tell of seeing legions of ghosts trapped inside, wailing in anguish as they slowly transform into unspeakable horrors. If Volunt's spirit does still exist, it might be attempting to gather power once again.

Explorers must first descend a steep slope for nearly a quarter-mile through the faintly glowing mist. Visibility is reduced drastically, and seeing more than a few feet becomes a challenge. Monsters inhabiting the area tend to have tremorsense or blindsight so they can see despite the fog.

Below this band of fog, still some distance above the bottom of the gorge, the air clears. Vapors rise from geysers in the ground and float upward to form a layer of cloud overhead.

Against the backdrop of the gorge, barely visible in the glow given off by the mist, is a bizarre panorama: a host of imprisoned spirits. Each spirit's feet are sunk into the side of the gorge while the rest of its form arches upward toward the mist, as if being pulled by an invisible hand. Most of the spirits are still recognizable as humanoids; others have begun to degrade and change form.

Deeper into the gorge, the transformation is more advanced: The spirits are gaunt and featureless, eyes sunken to black hollows in their skulls. A character who succeeds on a hard Religion check realizes that the spirits are becoming bodaks—and that a nightwalker is responsible for their condition.

ENTERING THE VALLEY

Areas covered by the Mourning Mist are lightly obscured, and Perception checks take a -10 penalty due to the mist's muting effects. The mist makes an attack against any character who spends an hour in it. The mist makes this attack at the end of each hour until the creature leaves the mist. Use the following attack. **Attack:** Level + 3 vs. Will of each creature. **Hit:** The player of the character draws a card from the Despair Deck. If the Despair Deck isn't being used, the character loses a healing surge.

LEThERNA

The forbidding realm of the Raven Queen, Letherna lies in the frozen north of the Shadowfell. Here the spirits of the dead are drawn to seek their ultimate fate. Wherever their mortal bodies perished, most souls inevitably come to Letherna and pass through the Raven Queen's stronghold. It is not a place for the living. And yet, despite its vast array of dangers and powers, adventurers come to Letherna seeking ancient treasures or the fulfillment of great quests.

Getting to Letherna

The vast, frozen mountain range that makes up Letherna has few navigable routes to it or through it. A great valley called the Bleak Fallow lies in the northeastern part of the domain, where an even greater mountain once stood. At the southern end of the ring of mountains around Letherna is the temple of Zvomarana, guarding entrance from that direction. Deep in a canyon in the extreme northwest lies Farad Exitis, where the Raven Queen's exarch Vorkheis presides over pilgrims who would prove their faith by embracing the god's greatest tenets in a difficult trial.

A group might have any number of reasons to travel to Letherna. Perhaps one member wants to make a pilgrimage to the land of the dead—a holy mission for one sworn to the Raven Queen—or receive an audience with the god. Though any petitioners are free to seek the entrance to her citadel, only the powerful have any hope of coming close.

The domain of any deity might become the focal point of conflict between the gods or other powerful beings. In the ongoing struggle between the Raven Queen and Orcus (which involves other entities such as Vecna or Zehir), Letherna is bound to become a battleground at one point or another. The adventurers might enter the conflict on behalf of the god of death or of an opponent, whether wittingly or not.

Traveling in and out of Letherna is not so easy, though. The only way to reach it for certain is to die and pass through the Shadowfell to Fate's Palace. Pilgrims and adventurers can attempt to gain access to Letherna while they're still alive, but they cannot whisk themselves there by magic. The Raven Queen's wards keep the domain sacrosanct against such intrusion. Without a special key or ritual given by the goddess or her highest followers, all those who attempt to teleport into Letherna or to use the Plane Shift ritual to get there automatically fail—except for the unfortunates who end up in the Bleak Fallow (see below). Travelers must instead brave the dangerous peaks surrounding the domain or attempt to enter through the southern passage overlooked by the temple of Zvomarana (see below).



"The shadows part to reveal a land of stark majesty, beautiful and terrible in its bleak scope. An unearthly chill threatens to burn the lungs, even as the sight takes the breath away. Silent forests with needles of frost and shadow grow from great sheets of ice that loom higher than the tallest tower. Jagged mountains rise from the landscape, the tallest of which is capped by a stronghold of black ice. Spirits circle overhead, flowing toward this fortress, where they gather in a swirling storm."

—A Codex of the Planes,
by Corwin Aterly



Inhabitants of Letherna

The most powerful inhabitants of Letherna are the Raven Queen and her direct servitors. The god of death sits upon her black throne in Fate's Palace, high in the mountains at the heart of Letherna, from where she dispatches her heralds on errands throughout the Shadowfell and the other planes. Sorrowsworn guard the mountain passes that lead to Fate's Palace, challenging any who dare to cross them. The mountains surrounding the palace are riddled with caves and secret valleys filled with death giants, feral shadar-kai zealots, and powerful dragons both living and undead.

The rest of the wilderness of Letherna is inhabited mostly by dead and undead creatures that refuse to move on or are trapped in the lingering energy of the place. Travelers might encounter any sort of undead being, from simple mindless animates to wraiths, specters, and ghosts. Bands of sorrowsworn and angels bound to the Shadowfell patrol the realm, rooting out these affronts to the Raven Queen and cleansing their stain from the land.

Becoming Sorrowsworn (Hook): Most of the living creatures that reside in the Shadowfell can be found in Zvomarana, the holiest of temples to the Raven Queen. Here, shadar-kai undertake grueling quests to become sorrowsworn. They must venture away from Zvomarana, crossing Letherna in the ultimate test to prove their worthiness to the Raven Queen. Such a



quest requires fulfilling some great task in Letherna (typically the destruction of a powerful undead creature) and then finding one's way into Fate's Palace, where the potential sorrowsworn seeks to enter the deepest communion with the god of death.

The Bleak Fallow

A frozen wasteland of tundra, stunted trees, and shattered crags stretches as far as one's eye can see. A colossal, shallow valley, looking like something that might have been caused by glacial activity, seems anomalous against the backdrop of the mountains that ring it to the north and east.

Far above the valley floor, processions of disembodied spirits spiral toward some destination to the southwest. Every so often, one falls away from the pack. The lost soul plummets to the ground like a shooting star, followed shortly by howls of terror as dark shapes move toward it.

The Bleak Fallow is a forsaken stretch of badlands where devils and other cruel creatures harvest unclaimed souls. The land inside the vast depression is far from featureless: Terrain bunches up into craggy hills and dives unexpectedly into deep pits hidden by snow. One wrong step can send a traveler hurtling down into a drift, never to emerge.

Two great glaciers gradually sweep the Fallow clean of its scarred ruin. They have met in several places, creating fantastic upthrusts of ice that form natural towers reaching far into the windy heights.

ADAM PAQUETTE

The towers offer natural shelter against roving sorrowsworn, so insubstantial undead creatures often hide within these refuges. Their ghostly bodies face little danger if an ice tower suddenly collapses.

Lost Souls

When the universe was new, the Shadowfell was a focus for the souls of mortals. As creatures in the various planes perished, their spirits rose from their bodies and ventured here to be sent to their eternal rewards. While the Dawn War raged, this mechanism was grievously disrupted, and now not all souls travel to the places for which they are intended. The Raven Queen does what she can to apportion souls' final destinies, but some still get lost along the way. These doomed spirits end up in the Bleak Fallow.

For this reason, the area became fertile ground for the harvest of souls. Interlopers from other planes—particularly devils, githyanki pirates, and angels of evil deities—appear in the Bleak Fallow, seeking to snatch lost souls from under the Raven Queen's nose. To prevent such theft, fearsome sorrowsworn and angels dedicated to the Raven Queen guard the valley. Apart from assigning these few sentries, the Raven Queen seems apathetic to the plight of these souls—or is powerless to stop their harvest.

A Lost Child (Hook): A shadowborn family in Gloomwrought recently lost a child to a terrible plague that swept the city. Recent divinations show that the



child's soul never made it to Fate's Palace in Letherna but is trapped, terrified, in a cold, dark badland. A character can identify this area as the Bleak Fallow with a hard History check (or a hard Arcana check with a DC 5 higher than normal). Once the adventurers learn the child's location, they must venture to the frozen north and defeat a powerful devil that took this soul prisoner, along with many more.

Fate's Palace

To gaze upon this edifice of black ice is to leave the light of life and hope behind. The mighty fortress wears darkness like a shroud, radiating a chill even colder than that of the surrounding mountains.

High above, streams of souls approach from all directions and coalesce in a maelstrom of writhing incorporeal forms. Souls trickle down steadily toward the palace gate, and every so often the black-winged form of a mighty sorrowsworn rises to the storm and draws one forth.

In the heart of this black palace, the Raven Queen holds court, presiding over the souls of the deceased and musing upon the secrets of life and death that are her purview. Adventurers who reach Fate's Palace are either utterly committed to the cause that drew them here, or they're in far over their heads.

Sorrowsworn guard the entrance to the palace, presided over by the deathlord Delatoth. She receives visitors and decides whether their business deserves the

Raven Queen's attention. If travelers offer the slightest threat, the guards spring into battle.

Despite her aggressive security, the Raven Queen entertains a respectable number of visitors. Why she does this, no one can say. Perhaps beneath her cold, brooding exterior beats a heart that hungers for companionship. Perhaps she wants travelers to look upon the bleakness of death and fear her power. Most likely, she simply does not think about it. Regardless, many who reach the gates of her black fortress after surviving the rigors of Letherna are admitted freely.

Securing Death's Domain (Hook): Tensions have risen around Fate's Palace after a number of incidents in which infiltrators were discovered snooping about. The traitors were sworn to Vecna, and those who were caught would not say how many others escaped from the palace. The Raven Queen has not taken the spies seriously, but Delatoth suspects that they might be laying the groundwork for a major assault. If the adventurers aid her in rooting out the followers of Vecna, she will be in their debt.

Soul Judgment

A soul falls through the air to burst onto the floor before the Raven Queen's seat in an eruption of light and mist. In an instant, it regains its mortal form and sinks to its quivering knees before the god of death. The Raven Queen seems to take no interest in its plight. Her face impossible to read, she fixes her gaze upon it, searching its features in silent judgment.

MIKE SCHLEY

Most souls that pass through Letherna don't receive much oversight before moving on to their eternal fates. The magical lattice that surrounds Letherna sends them along automatically, only rarely erring in its determination. The Raven Queen has the power to send souls wherever she wishes, but in her eternal indifference, she usually allows them to flow naturally. If she wants to intercede, she can summon any soul from the maelstrom for judgment.

For this reason, visitors to Fate's Palace rarely see the Raven Queen in the act of judging souls. She spends much of her time brooding, staring vacantly forward. Occasionally, one of the souls above warrants her personal attention, and she calls upon it without warning.

Broken Destiny (Hook): As a consequence of the Dawn War, souls nowadays do not always continue to their proper destinations—they often get lost along the way. By exercising more attention over the process, the Raven Queen could (and, many think, should) limit the number of souls that experience this awful fate. However, the god seems incapable of such a feat; perhaps whatever disrupts the souls' flow from Letherna happens after they pass beyond her control. Epic characters engaged in a plane-spanning quest to correct this imbalance can gain useful insights from an audience with the Raven Queen, who spends some of her time thinking about this dilemma.

Farad Exitis

Billowing flocks of ravens take flight as one approaches this great stronghold, an impenetrable fortress built into sheer mountain walls. Even seen from a distance, the edifice is visibly withered with age and gloom, though it retains the majesty of years. Crafted out of black ice, the building is partially melted in places. Buttresses hang limply, windows are half obscured by drooping architecture, and overhangs drip like icicles.

Most mortals regard the temple of Zvomarana as the Raven Queen's holiest of holies, but the lesser-known Farad Exitis also attracts devoted pilgrims and adventurers. Pilgrims come to Farad Exitis under the promise of having their deepest, most pressing questions answered.

Also called Fate's Bastion, the temple is carved into the side of a canyon. The only way to reach Farad Exitis is by navigating a series of caves, then crossing a bridge that spans the chasm. Those who would enter must endure three tests to prove their devotion to the Raven Queen. Each test echoes one part of her portfolio. By undergoing a series of challenges, a person can gain access to the heart of Farad Exitis and meet its lord—Vorkthesis, Exarch of Fate.

If travelers succeed at all the tests of faith, they find a series of branching corridors leading to well-appointed chambers, many of which have not been used in centuries. With Vorkthesis's blessing, they can rest here as

long as they like. Along with the exarch, a number of sorrowsworn dwell in Farad Exitis, but no other living creatures reside in the temple.

First Stage: Path of Despair

Isolated towers stand at intervals along a bridge that stretches out from the frozen earth over a vast chasm filled with mist. A lone, dark figure stands in wait in front of the steps leading up into the temple. Twin doors far too thick and heavy for mortal hands to budge seal the entrance.

The first and simplest test of faith and dedication begins before a traveler sets foot in Farad Exitis. A great crevasse splits the land before the temple. Dense mist fills the canyon. Those unfortunates who fall into the chasm drop soundlessly, suggesting that the distance to the bottom is incredibly long.

On the bridge that spans the chasm, weathered towers are loosely spaced along either side. Some appear well maintained, but others resemble half-melted mounds. None of these towers is permanently occupied, but defenders of Farad Exitis (usually shadarkai, gargoyles, sorrowsworn, or angels) can appear suddenly from within one and swoop down upon travelers.

Those attempting to cross the bridge must engage in the Challenge of Doom, the first of the Lady of Death's tests. This challenge plays on the feeling of powerlessness that can come with the knowledge of one's inevitable death. Travelers must overcome their despondency and forge onward, just as the Raven Queen would have them live as boldly as they can before facing the end.

The Challenge of Doom (Encounter): Farad Exitis emits an aura of gloom that threatens to overwhelm any who might approach. The party must succeed on a skill challenge of its level to cross the bridge (complexity 3; primary skills Arcana, Endurance, Insight, Perception, and Religion).

Bridge of Despair: This combat encounter on page 30 of the *Encounter Book* takes place if the characters fail the skill challenge. The adventurers can continue to the other side if they survive the attack, whereupon they encounter the gatekeeper.

The Gatekeeper

A faceless figure in a tattered black robe blocks the doors to the aged temple. It stands like the specter of death. Wordlessly, it gestures toward the ground, beckoning you to kneel.

Once the characters manage to cross the bridge, the guardian indicates through gestures that they should show reverence by kneeling and praying. Each character must succeed on a moderate Religion check. Anyone who fails the check loses two healing surges.

Second Stage: Hall of Memories

Silver-inlaid doors open onto a set of dusty stone steps, which rise to a wide octagonal chamber whose walls are covered with mirrors. The mirrors vary in shape and size, from fractured shards hung on the wall to ornate, full-sized looking glasses. At the center of the chamber is a dry fountain lined with carvings of ravens.

This mirrored chamber represents another of the Lady's gifts: eternity. Petitioners use it to reflect on the nature of eternity and its effects on the mortal body.

The mirrors in the 50-foot-wide hall are spaced 2 to 3 feet apart. The dry fountain is 10 feet in diameter. If two or more creatures stand before a single mirror and look into it, the glass shows nothing but the empty, dusty room and the fountain. No evidence of the creatures' presence can be detected: not an image, not footprints in the dust—nothing. The mirrors reflect an unchanging, timeless world.

The Challenge of Eternity (Encounter): To activate this challenge, each character within the chamber must stand in a different spot and face a separate mirror. When this condition is met, the fountain abruptly starts bubbling with a flow of silvery water. If any character looks away from his or her mirror to investigate the fountain, the water trickles off and stops. It resumes when every character is again focusing on a different mirror.

As the adventurers continue to gaze, the fountain bubbles more and more strongly, until finally (after a few rounds or so) images of the viewers appear in the mirrors. Looking away from one's mirror at this point does not interrupt the progress of the challenge. Each reflection at first resembles its respective character in every way, but it quickly ages, turning into a shriveled corpse or a spectral wraith—an undead twin. This undead version of the character steps through the mirror and attacks. The adventurers complete the challenge by defeating these undead.

When the challenge is over, the fountain sinks into the floor, revealing a curving stone stairway. These steps lead down to the Death Spiral.

Third Stage: Death Spiral

The steps lead into a vast, dimly lit hall that holds a great circular maze of translucent ice. Standing at the entrance, you can see at the center a burning brazier whose light passes through the ice. More than a step or two into the maze, however, the way becomes blurred and difficult to see. Within seconds of your arrival, the light begins to dim, as though it will last only a few moments more.

This circular chamber is 150 feet in diameter, and the ice maze lies at its center. Characters can walk all the way around the maze, but the only entrance is 10 feet away from the stairs that lead back up to the Hall of Memories. The only illumination in the chamber is the flickering brazier at the heart of the maze.

This chamber offers the final gift of the Raven Queen: destiny. For the devout, to walk the maze is to journey inward to find the core of one's being. The flame at the center represents the fragile spark of life.

The Challenge of Destiny (Encounters): The adventurers must succeed on a skill challenge of the party's level (complexity 3; primary skills Arcana, Dungeoneering, Perception, and Religion) to reach the center and touch the flame of life before it goes out. If they fail, the maze vanishes, the hall is plunged into utter darkness, and they are attacked by a flight of angels (at paragon tier) or sorrowsworn (at epic tier). Defeating these attackers also counts as overcoming the challenge—even if the adventurers could not preserve the spark of life, they still proved their worthiness by defeating the forces of death.

When the challenge is over, the maze disappears in swirling shadows, and the heroes find themselves in the audience hall of Vorkhesis, Master of Fate.

Hall of Final Fate

A great audience chamber lined with statues and friezes of ravens appears around you. The area is dimly illuminated by a cold light that has no apparent source.

Behind a high altar at the center of the hall stands a figure in black robes. You recognize it as the sorrowsworn gatekeeper who allowed you entrance through the doors of Farad Exitis. It throws back its hood and speaks.

"Welcome," it says. "I am Vorkhesis, exarch of the Raven Queen and Master of Fate. Your faith and your steel have led you thus far—what would you ask of me?"

Vorkhesis rules Farad Exitis from this chamber, where he welcomes devotees of the Raven Queen who have passed the challenges. The adventurers can request a boon, which might be passage into Zvomarana, a quest to earn the Raven Queen's favor (usually undertaken by shadar-kai to achieve their epic destinies), or the answer to any question that the characters might wish to ask.

Deathly Communion (Encounter): Many pilgrims ask to speak to a long-dead relative. If a character makes this request, Vorkhesis can summon up the spirit with a ritual. His ability to communicate is not limited by the age or location of the corpse; Vorkhesis utters the words of the deceased in his own voice.



Vorkhesis

An exarch of the Raven Queen and the first of the sorrowsworn, Vorkhesis was born without eyes but with the ability to see far beyond himself and his surroundings. He has only one hand, in which he grips a black longspear.

When a powerful hero or villain dies, the Raven Queen might choose to hold that person's soul in her realm, whether at the behest of another god or for her own inscrutable reasons. Vorkhesis guards these souls, and epic tier adventurers might need to fight him if they seek to rescue an ally who has been bound here or erase the existence of an enemy capable of overcoming death. They can try to knock Vorkhesis unconscious rather than killing him, and if they succeed, they gain the chance to recover a bound soul.

If Vorkhesis is attacked, he utters a word that extinguishes the light in the Hall of Final Fate, plunging it into utter darkness. Then he summons a number of sorrowsworn allies and strikes.

Vorkhesis has held sway in this lonely temple for millennia. The Master of Fate knows much, including the ultimate fate of every creature that has lived, whether or not it has yet perished. He welcomes nonhostile visitors and relishes the chance to share stories with them. He takes any opportunity to connect with the living and get a sense of what a normal life feels like.

Vorkhesis is sometimes referred to as "Son of the Raven Queen." Most believe this title refers to his being the first of the sorrowsworn. Rumors persist, though, that he is the deity's true offspring, born either during her mortal existence or during the time after her death when she was forced to be Nerull's consort.



Vorkhesis, Master of Fate Level 30 Elite Lurker

Medium shadow humanoid (blind), sorrowsworn XP 38,000

HP 432; Bloodied 216 Initiative +28
 AC 44, Fortitude 42, Reflex 41, Will 43 Perception +20
 Speed 8, fly 8 (hover) Blind, blindsight 30
 Immune fear, gaze effects

Saving Throws +2; Action Points 1

TRAITS

☼ Bereavement's Visage ♦ Aura 2

Enemies take a -2 penalty to saving throws while in the aura. Any nondying bloodied enemy that ends its turn in the aura must make a death saving throw.

Death's Cycle

Whenever an enemy within 20 squares of Vorkhesis dies, Vorkhesis gains 30 temporary hit points.

STANDARD ACTIONS

⚔ ☼ Greatspear (weapon) ♦ At-Will

Attack: Melee 2 (one creature) or ranged 10 (one creature); +35 vs. AC

Hit: 3d10 + 23 damage. If Vorkhesis scores a critical hit, the target must make a death saving throw, even if he or she is not dying.

Effect: If Vorkhesis used this power as a ranged attack, his greatspear returns to him after the attack is resolved.

† Heart Strike (cold, necrotic, weapon) ♦ At-Will

Requirement: Vorkhesis must be invisible.

Attack: Melee 2 (one, two, or three creatures); +32 vs. Fortitude. If Vorkhesis targets only one creature, he can make this attack three times against that creature.

Hit: 2d10 + 18 damage, and ongoing 10 cold and necrotic damage (save ends).

† ☼ Vanishing Strike (weapon) ♦ Recharge when Vorkhesis uses heart strike

Attack: Melee 2 (one creature) or ranged 10 (one creature); +35 vs. AC

Hit: 3d10 + 23 damage. If Vorkhesis scores a critical hit, any ongoing damage the target is taking increases by 10.

Effect: Vorkhesis becomes invisible until the end of his next turn. If Vorkhesis used this power as a ranged attack, his greatspear returns to him after the attack is resolved.

MINOR ACTIONS

† Raven Reversal ♦ At-Will (1/round)

Attack: Melee 1 (one creature flanking Vorkhesis); +35 vs. AC

Hit: 1d12 + 9 damage, and Vorkhesis and the target slide 1 square, swapping positions.

Skills Stealth +29

Str 20 (+20) Dex 28 (+24) Wis 20 (+20)

Con 30 (+25) Int 20 (+20) Cha 32 (+26)

Alignment unaligned Languages Supernal

Equipment robes, greatspear

Dark Threats

Danger lurks everywhere in Gloomwrought, and it comes in all shapes and sizes. Large or small, humanoid or monstrous—in the City of Midnight, anything might be out to get you. Much as in any city, political, religious, and commercial factions constantly wrestle for power, and adventurers passing through make enemies among them through their very presence.

This chapter discusses the enemies a party might face in Gloomwrought and other places in the Shadowfell. Although they were designed for this setting, you can use this material in any game.

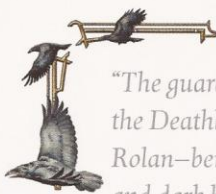
This chapter includes the following sections.

- ♦ **Deathless Watch:** These guards do an effective job of protecting the interests of the law and of their liege, Prince Rolan, even though the organization is corrupt nearly to the core.
- ♦ **Ebony Guard:** More than simply defenders of the Raven Queen's preeminence, the zealots who make up the Ebony Guard want to see all other faiths expunged from Gloomwrought.
- ♦ **Ghost Talon:** No group in the city is as devoted to its cause as the militant shadar-kai who make up the Ghost Talon. They work tirelessly toward driving all other races out of Gloomwrought.
- ♦ **Golems:** In a place as bizarre as the ever-shifting City of Midnight, it stands to reason that golems born from the substance of the city are equally distinctive.
- ♦ **The Keepers:** These shadowy shapechangers move in silence and in secret. Clearly, they have a role in how Gloomwrought works. Just as clearly, no one aside from the Keepers knows what that role is.
- ♦ **Midnight's Own:** Formed by peasants looking to improve their lot, this group has a convoluted strategy that actually seems to work.
- ♦ **Tenebrous Cabal:** The top agents in this organization are masters of shadow magic. Their goals are not clear to the outside world, which makes them all the more dangerous.
- ♦ **Power Players in Gloomwrought:** Many of the movers and shakers in the City of Midnight—living and otherwise—are spotlighted in this section.

WARREN MAITY

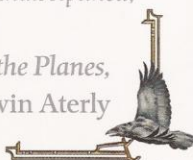


DEATHLESS WATCH



"The guards of Gloomwrought—called the Deathless Watch in honor of Prince Rolan—benefit from special training and dark blessings. However, the citizens consider them corrupt and undisciplined, a reputation they deserve."

*—A Codex of the Planes,
by Corwin Aterly*



The gray and black armor and cloaks of the Deathless Watch distinguish the members of Gloomwrought's primary law enforcement agency. Each member's dented armor and torn clothing hint at every battle that individual has fought. Officers reek of blood, attesting to each warrior's hard-earned stature.

When a visitor enters the city, whether through a gate in the wall or by disembarking from a ship at the docks, he or she is accosted by a detachment of the Watch led by a member of the Prince's Guard. The leader, carrying a ledger meant to hold the names of visitors, holds out a hand for receipt of the "registration fee." If a visitor pays the fee, the guard pockets the money without a word and walks off, perhaps without even taking anyone's name. Those who refuse to pay are not denied entry into the city, but can expect to have a difficult time during their stay since the guards consider them "troublemakers."

Officially, the main duty of the Watch is to patrol the city streets. Those whom Rolan picks as members of the Prince's Guard protect the city gates and the palace. In actual practice, the purpose of the Watch is to sustain the Watch. The guards view any chance to enforce the law as a way to pocket a few more coins. Accepting bribes is by far the most common form of law enforcement. The laws the Watch "enforces" depend on what it catches a person doing and how much money the guards think a person has. Smugglers and robbers can operate in the open, as long as they pay the right "tax." Only a few heinous crimes warrant a punishment that a bribe can't pay off. Worship of Orcus, the raising of undead creatures and other abominations, and treason or sedition against Gloomwrought and Prince Rolan are the most severe of these.

The twin shadar-kai orphans Anri and Zera grew up within the Raven Queen's temple, but turned their backs on worship of the goddess in order to command

the Deathless Watch. Anri flaunts her icy beauty and speaks for the Watch, whereas Zera hides her scarred face behind a full leather mask and rarely speaks more than a few words at a time. Both sisters are infamously cruel, and even the boldest guards give them a wide berth. The twins seem to be of one mind on all matters, but they secretly compete for the approval of Prince Rolan, whom they see as a father figure.

Members of the Watch intermittently patrol every district except the Shattered Isles. When a patrol passes by, citizens stop what they are doing and try not to be noticed. They risk citations for anything from disturbing the peace to criminal mischief. Of course, the guards are happy to "take care of the paperwork" for a nominal fee.

Anybody who calls for the Watch for help in a crisis is either naïve or desperate. Even when forced into action, the guards feel little sympathy for victims. They consider anyone of less than noble standing in the city to be a lowlife who deserves what he or she gets.

A typical squad of the Watch includes one or two blademasters, one or two berserkers, and two snipers. Strike teams or squads on special assignment are accompanied by one or two mages.

Deathless Blademaster	Level 12 Soldier
Medium shadow humanoid, human	XP 700
HP 111; Bloodied 55	Initiative +11
AC 28, Fortitude 26, Reflex 23, Will 24	Perception +10
Speed 5	Low-light vision
STANDARD ACTIONS	
⚔ Bastard Sword (weapon) ♦ At-Will	
Attack: Melee 1 (one creature); +17 vs. AC	
Hit: 2d10 + 9 damage.	
Effect: The target is marked until the end of the blademaster's next turn.	
⚡ Shadow Spiral ♦ Recharge ☞ ☞ ☞	
Attack: Close burst 2 (enemies in the burst); +15 vs. Fortitude	
Hit: 2d10 + 9 damage, and the target is marked until the end of the blademaster's next turn. If the target is already marked by the blademaster, the target is also slowed (save ends).	
Effect: The blademaster can slide each target 1 square.	
TRIGGERED ACTIONS	
⚡ Life Mark (necrotic) ♦ At-Will	
Trigger: An enemy within 5 squares of the blademaster and marked by it makes an attack that doesn't include the blademaster as a target.	
Effect (Immediate Reaction): Close burst 5 (triggering enemy in the burst). The target takes 10 necrotic damage and the blademaster gains 10 temporary hit points.	
Life Transfer ♦ At-Will	
Trigger: The blademaster gains temporary hit points.	
Effect (Free Action): Close burst 10 (one ally in the burst). The blademaster transfers 5 or 10 of the triggering hit points to the target.	
Skills Athletics +17, Intimidate +11	
Str 22 (+12)	Dex 16 (+9) Wis 19 (+10)
Con 17 (+9)	Int 11 (+6) Cha 11 (+6)
Alignment unaligned Languages Common	
Equipment scale armor, broadsword	

(Left to right) Deathless sniper, berserker, blademaker, and mage



When members of the Deathless Watch catch someone committing a crime, they first demand a steep bribe (100 gp or more) to look the other way. They arrest the offender if they don't receive the money. If the perpetrator doesn't surrender to the guards, well, fighting a patrol is a losing proposition. The battle becomes one of will and attrition, because defeating one patrol means drawing the focus of others. Even the Prince's Guards get involved if criminals elude capture. The Deathless Watch protects its own, and Prince Rolan takes its side in every dispute.

Deathless Watch members assigned to guard duty at the city jail don't take their duty seriously. Stuck in a

desk job, a guard can't extort money as part of a patrol. This income cut means that guard duty is effectively used as punishment by the officers of the watch.

Deathless Berserker	Level 13 Brute
Medium shadow humanoid, dwarf	XP 800
HP 130; Bloodied 65	Initiative +10
AC 25, Fortitude 27, Reflex 25, Will 24	Perception +9
Speed 6	Low-light vision
TRAITS	
Vital Rage	
While the berserker has temporary hit points, it can score a critical hit on a roll of 18-20.	
STANDARD ACTIONS	
① War Pick (weapon) ♦ At-Will	
Attack: Melee 1 (one creature); +18 vs. AC	
Hit: 2d12 + 13 damage.	
⚡ Life Cut (weapon) ♦ Recharge if the power misses every target	
Attack: Close burst 1 (enemies in the burst); +18 vs. AC	
Hit: 2d12 + 13 damage.	
Effect: If the berserker hits two or more targets, the berserker gains 20 temporary points.	
TRIGGERED ACTIONS	
⚡ Bloodied Feast ♦ Encounter	
Trigger: An enemy bloodies the berserker.	
Effect (Immediate Reaction): The berserker shifts up to its speed + 2 to a square adjacent to the triggering enemy. <i>Life cut</i> recharges and the berserker uses it with a +2 bonus to attack rolls.	
Skills Athletics +17, Intimidate +11	
Str 22 (+12)	Dex 19 (+10) Wis 16 (+9)
Con 20 (+11)	Int 10 (+6) Cha 11 (+6)
Alignment unaligned Languages Common	
Equipment hide armor, 2 war picks	

THE DEATHLESS WATCH IN YOUR GAME

Town guards appear often in urban adventures, but those in Gloomwrought are different. Although the characters and town guards usually fight for roughly the same side, the Deathless Watch obstructs or even antagonizes adventurers. This can make for a tricky situation. The heroes' initial encounter with the Watch as they're entering the city shows a bit of how law enforcement in Gloomwrought works. Witnessing the Watch's corruption firsthand allows the characters to rightly assume that the city is a place where normal laws don't always apply.

BETH TROTT

History of the Deathless Watch

During the war of succession that brought Prince Rolan to power, his private army—already known as the Deathless Watch—proved instrumental in solidifying his new position in the city. The soldiers subdued Rolan's opposition and controlled the streets. During a brief period of open warfare, the Watch faced down and defeated the armies of four other contenders for the city's rule. Once Rolan was established as the head of the city, the elite warriors in his army became his Prince's Guard, and the rest of the Watch became Gloomwrought's police force.

At first, the Deathless Watch was a pillar of the community. With Prince Rolan directing its efforts, the Watch saw to it that crime and violence in Gloomwrought plummeted. Even merchants appreciated the reduction in piracy, despite the crackdown on smuggling and black-market trading. The City of Midnight became a little brighter, and it entered a short era of relative prosperity.

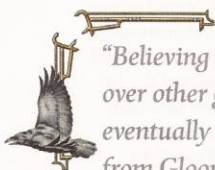
Deathless Mage	Level 16 Controller (Leader)
Medium shadow humanoid, shadar-kai	XP 1,400
HP 126; Bloodied 63	Initiative +10
AC 30, Fortitude 28, Reflex 27, Will 30	Perception +8
Speed 6	Low-light vision
TRAITS	
☼ Sapping Shadows ♦ Aura 3	
When a slowed enemy ends its turn in the aura, it takes 5 damage and the mage gains 5 temporary hit points.	
STANDARD ACTIONS	
⚡ Sickle (fear, weapon) ♦ At-Will	
Attack: Melee 1 (one creature); +21 vs. AC	
Hit: 3d8 + 10 damage, and the mage pushes the target up to 2 squares.	
⚡ Shadestorm ♦ At-Will	
Attack: Close blast 3 (creatures in the blast); +19 vs. Reflex	
Hit: 1d10 + 12 damage, and the target is slowed until the end of the mage's next turn.	
☞ Life Siphon ♦ Recharge if the power misses	
Attack: Ranged 5 (one creature); +19 vs. Will	
Hit: 2d6 + 13 damage, and ongoing 10 damage (save ends). Until the target saves, whenever it takes this ongoing damage, the mage gains an equal number of temporary hit points.	
MINOR ACTIONS	
⚡ Life Transfer ♦ At-Will	
Effect: Close burst 5 (one ally in the burst). The mage transfers up to 10 temporary hit points from itself to the target.	
Skills Arcana +17, Intimidate +20	
Str 11 (+8)	Dex 14 (+10)
Con 20 (+13)	Int 18 (+12)
	Wis 11 (+8)
	Cha 24 (+15)
Alignment unaligned Languages Common	
Equipment chainmail, sickle	

Over time, though, the weight of the Shadow-fell proved stronger than civic duty. As Rolan grew entrenched, he divorced himself from the operations of the city. This indifference infected the ranks of the Watch, which fell lower and lower. Many of its members left to become mercenaries or hired thugs for crime lords in the city. Others were the victims of infighting. Without Rolan keeping the Watch in line, the group's original ideals of service and honor died. Greed and sloth replaced professional pride, leaving the company a bitter shadow of what it once was.

Deathless Sniper	Level 14 Artillery
Medium shadow humanoid, half-elf	XP 1,000
HP 123; Bloodied 61	Initiative +13
AC 28, Fortitude 25, Reflex 27, Will 26	Perception +12
Speed 6	Low-light vision
TRAITS	
Soul Shot	
Whenever the sniper hits a target that is adjacent to one of the sniper's allies, the target cannot benefit from resistances until the end of its next turn.	
Vital Aim	
While the sniper has temporary hit points, it can score a critical hit on a roll of 18–20.	
STANDARD ACTIONS	
⚡ Short Sword (weapon) ♦ At-Will	
Attack: Melee 1 (one creature); +19 vs. AC	
Hit: 2d6 + 13 damage, and the sniper can shift 1 square.	
☞ Longbow (weapon) ♦ At-Will	
Attack: Ranged 20 (one creature); +21 vs. AC	
Hit: 2d10 + 13 damage.	
☞ Life Pierce (weapon) ♦ Recharge if the power misses	
Attack: Ranged 20 (one creature); +21 vs. AC	
Hit: 3d10 + 13 damage, and the sniper gains 15 temporary hit points.	
TRIGGERED ACTIONS	
☞ Bloodied Feast ♦ Encounter	
Trigger: An enemy bloodies the sniper.	
Effect (Immediate Reaction): <i>Life pierce</i> recharges, and the sniper uses it against the triggering enemy with a +2 bonus to the attack roll. The sniper does not provoke opportunity attacks for this use of <i>life pierce</i> .	
Skills Acrobatics +18, Athletics +14	
Str 15 (+9)	Dex 23 (+13)
Con 18 (+11)	Int 11 (+7)
	Wis 20 (+12)
	Cha 12 (+8)
Alignment unaligned Languages Common	
Equipment chainmail, short sword, longbow, 40 arrows	



EBONY GUARD



"Believing in the Raven Queen's supremacy over other gods, the Ebony Guard wants to eventually eradicate other forms of worship from Gloomwrought. They vigilantly defend their goddess's greatest temple in the city, Raven's Eyrie."

*—A Codex of the Planes,
by Corwin Aterly*



The zealous members of the Ebony Guard believe the Raven Queen to be the only god worthy of reverence. They want to impose worship of the Queen of Death on every citizen and push all traces of other religions out. Members of the Ebony Guard disagree widely on how soon they must achieve that ultimate goal and what means they should use. Two points they do agree on are that the Raven Queen's temples must be preserved, and her priests and followers must be protected.

Few deities other than the Raven Queen have much of a following within Gloomwrought; even so, the members of the Guard believe that even a single shrine to Kord or a festival for Avandra is unacceptable. They contend that since the Shadowfell is the Raven Queen's domain, other gods have no place there and no claim to the worship of its people.

To discourage the worship of other gods, the Guard demolishes shrines, cordons off other gods' temples to discourage would-be worshipers, and challenges the champions of other deities. Public displays of faith toward other gods have decreased as the Ebony Guard has grown, but only out of fear of reprisal or disruption. The average citizen of Gloomwrought still prays to multiple gods.

Although worship of Bahamut or Gruumsh might anger the Ebony Guard and perhaps prompt members to interfere, rites to Orcus or Vecna infuriate any member of the order. These forces directly oppose the Raven Queen, and even the city's laws forbid the worship of her greatest enemies. Once the Ebony Guard learns about a faction of cultists dedicated to the Prince of Undeath or the God of Secrets, it attacks as soon as it can muster troops.

The current warriors of the Ebony Guard are a far cry from the mythical few that the Raven Queen chose to defend her early worshipers. The founders of the



KERAM BEYIT

(Left to right) Ebony thurifer, Oleve, Ebony raven speaker

order were a group of resolute soldiers—but the present-day Guard is an army of fanatics. They have replaced faith with dogma and belief with ritual. In other places where Guards could be encountered, they might cleave closer to their honorable origin, but the ranks of the Ebony Guard in Gloomwrought are full of brutes aching for a fight.

The laws of Gloomwrought aren't easily changed, but a minority of the Ebony Guard wants to compel Prince Rolan to ban worship of gods other than the Raven Queen. These members, mostly older, fear that the Guard's violence and anger will alienate the people of the city, damaging the Queen of Death's reputation in their eyes.

The other members of the Guard don't care what the law says: They want their agenda to come to fruition immediately. Their attacks and harassment create a negative impression among the people of Gloomwrought. Most in the Ebony Guard consider this image positive, but the older members think it is terrible. Because of this divide, the members of the Ebony Guard sometimes plot against themselves, enlisting outsiders to work as their agents.

All members of the Ebony Guard devote themselves to preserving the Raven Queen's dominion, which means protecting her holy sites and servants. Recently a sorrowsworn Raven Knight named Olevex has taken command of the Ebony Guard in Gloomwrought. Under his guidance, the knights have become obsessed with guarding the Sorrowmere, the inner sanctum of the temple, even to the extent of protecting the clergy. Olevex personally defends the Sorrowmere. Even if an invader is able to battle past the fanatical throngs of Ebony Guards, he or she is doomed to a swift death at the hands of the merciless sorrowsworn. Few priests ever go into the Guard's service. Those who do face mistrust, disdain, and even mockery from the other priests

in Raven's Eyrie. On the other hand, the Ebony Guard rewards such devoted servants of the Raven Queen by giving them power and status within the organization.

The Ebony Guard attacks anyone who threatens the peace of Raven's Eyrie. A few members patrol or stand guard in regalia that identifies them as part of the faction. The toughest guards defend the inner sanctum of the temple, the Sorrowmere. Additional members of the Guard hide among the priests and worshippers in the temple, using hooded robes to conceal their weapons and their faces. The temple's defenders are far more populous than would be obvious from casual inspection. Even the priests who find the Guard's ideas reprehensible tolerate their presence in the temple, because it keeps them from taking aggressive action elsewhere in the city.

In the temple, the Guards control themselves as long as no one attempts to interfere with the priests. Still, a strong undercurrent of hostility runs through them. Most of this anger stems from natural distrust of strangers, but there's more to it: The Guard eagerly awaits the chance to prove its dedication to its Queen by defeating someone who threatens its wards.

Initiates undergo a long, complicated series of purification rituals that take them to the brink of death. They must face mortality to show their willingness to serve the Raven Queen. Early in the order's history, priests developed and performed the initiation rituals. As the Guard grew apart from the priests, they began enacting their own rites.

History of the Ebony Guard

Legend says that the Raven Queen handpicked the first members of the Ebony Guard. Chosen from the bravest, most devoted warriors the Raven Queen could find, the first few learned numerous paths to death and ways to lure enemies down those paths. The goddess increased their life spans a hundredfold and blessed them with other favors.

As a show of loyalty, these handpicked warriors agreed to protect the secrets of the Raven Queen. To demonstrate their willingness to face death and bow to

THE EBONY GUARD IN YOUR GAME

The Ebony Guard of Gloomwrought represents the darker side of the Raven Queen's worship. Its members replace faith with violent rituals, and they don't let anyone get in the way of their beliefs, going so far as to kidnap or kill those who they suspect of crimes against the Raven Queen. **Collapsing Tower**, on page 24 of the *Encounter Book*, details a circumstance in which the adventurers must rescue an innocent victim from the Guard.

The Ebony Guard is another way to hammer home the corrupting effects of the Shadowfell. In the natural world, religious devotees (of non-evil gods) work for the common good. The Guard, on the other hand, pursues the eradication of the Raven Queen's foes and the expulsion of any other form of religion.

Ebony Initiate		Level 15 Minion Brute	
Medium shadow humanoid, human		XP 300	
HP 1; a missed attack never damages a minion.		Initiative +11	
AC 27, Fortitude 28, Reflex 26, Will 27		Perception +8	
Speed 6		Low-light vision	
TRAITS			
Furious Flock			
The initiate can score a critical hit on a roll of 19-20 against an enemy that has one or more of the initiate's allies adjacent to it.			
STANDARD ACTIONS			
④ Morningstar (weapon) ♦ At-Will			
Attack: Melee 1 (one creature); +20 vs. AC			
Hit: 14 damage, or 21 on a critical hit.			
Str 22 (+13)		Dex 18 (+11)	
Con 15 (+9)		Int 10 (+7)	
		Wis 12 (+8)	
		Cha 20 (+12)	
Alignment unaligned		Languages Common	
Equipment robes, morningstar			

fate, each member of the original Ebony Guard faced a different, potentially suicidal task. The Raven Queen smiled on the dedication of those who survived.

Unlike the Raven Knights, which guard the Raven Queen's realm, the Ebony Guard takes an active role in promoting the goddess's cause. The first Ebony Guards journeyed across the Shadowfell and into the other planes, teaching disciples to embrace fate and overcome their fears of death. As centuries passed, the original members of the Ebony Guard disappeared, succumbing to death or fading into anonymity. Their disciples, although not gifted with longevity or the same intimate understanding of the Raven Queen's will, continued to espouse what they believed to be their queen's tenets. The message has become distorted over time, but some among the Ebony Guard still uphold their queen's will, promoting her causes and protecting against the vile influence of Vecna and Orcus.

Ebony Raven Speaker		Level 16 Artillery
Medium shadow humanoid, human		XP 1,400
HP 120; Bloodied 60	Initiative +8	
AC 30, Fortitude 27, Reflex 28, Will 29	Perception +14	
Speed 6	Low-light vision	
TRAITS		
Furious Flock		
The raven speaker can score a critical hit on a roll of 19-20 against an enemy that has one or more of the raven speaker's allies adjacent to it.		
STANDARD ACTIONS		
① Morningstar (weapon) ♦ At-Will		
Attack: Melee 1 (one creature); +21 vs. AC		
Hit: 2d10 + 12 damage.		
③ Midwinter Wind (cold, necrotic) ♦ At-Will		
Attack: Ranged 10 (one creature); +21 vs. Reflex		
Hit: 2d12 + 12 cold and necrotic damage, and the raven speaker can slide the target 1 square.		
✱ Swirling Ravens (zone) ♦ Encounter		
Attack: Area burst 2 within 10 (enemies in the burst); +21 vs. Fortitude.		
Hit: 3d10 + 6 damage.		
Miss: Half damage.		
Effect: The burst creates a zone that lasts until the end of the raven speaker's next turn. Enemies in the zone are slowed and take a -5 penalty to attack rolls against creatures not adjacent to them.		
Sustain Minor: The zone persists until the end of the raven speaker's next turn.		
TRIGGERED ACTIONS		
✱ Unkind Flight (polymorph) ♦ Encounter		
Requirement: The raven speaker must be bloodied.		
Trigger: The raven speaker is damaged by a melee attack.		
Effect (Immediate Reaction): The raven speaker assumes the form of a flock of swirling ravens and flies up to 8 squares. While in this form, the raven speaker is insubstantial and can move through enemies' spaces. Each time the raven speaker enters an enemy's space during this movement, that enemy takes ongoing 10 damage (save ends). The form ends at the end of this movement.		
Str 12 (+9)	Dex 10 (+8)	Wis 23 (+14)
Con 18 (+12)	Int 20 (+13)	Cha 12 (+9)
Alignment unaligned		Languages Common
Equipment robes, morningstar		

Ebony Knight		Level 15 Soldier
Medium shadow humanoid, human		XP 1,200
HP 144; Bloodied 72	Initiative +13	
AC 31, Fortitude 28, Reflex 26, Will 27	Perception +8	
Speed 5	Low-light vision	
TRAITS		
Furious Flock		
The knight can score a critical hit on a roll of 19-20 against an enemy that has one or more of the knight's allies adjacent to it.		
STANDARD ACTIONS		
① Greatsword (weapon) ♦ At-Will		
Attack: Melee 1 (one creature); +20 vs. AC		
Hit: 2d10 + 13 damage.		
Effect: The target is marked until the end of the knight's next turn.		
✚ Silence Unbeliever (weapon) ♦ Recharge ☐ ☐		
Attack: Melee 1 (one creature marked by the knight); +20 vs. AC		
Hit: 3d10 + 13 damage, and the target grants combat advantage (save ends). If the knight scores a critical hit, the target is instead dazed (save ends).		
MINOR ACTIONS		
✚ Death's Call (charm, necrotic) ♦ Recharge when the knight starts its turn immobilized or restrained and without an enemy adjacent to it		
Attack: Ranged 5 (one creature); +18 vs. Will		
Hit: 1d10 + 5 necrotic damage, and the knight pulls the target up to 5 squares.		
TRIGGERED ACTIONS		
Death's Rebuke (necrotic) ♦ At-Will		
Trigger: An enemy within 10 squares of the knight and marked by it makes an attack that doesn't include the knight as a target.		
Effect (Free Action): Close burst 10 (triggering enemy in the burst). The target takes 10 necrotic damage, and each of its allies adjacent to it takes 5 necrotic damage.		
Str 22 (+13)	Dex 18 (+11)	Wis 12 (+8)
Con 16 (+10)	Int 10 (+7)	Cha 20 (+12)
Alignment unaligned		Languages Common
Equipment plate armor, greatsword		

Ebony Thurifer		Level 16 Skirmisher
Medium shadow humanoid, human		XP 1,400
HP 151; Bloodied 75	Initiative +17	
AC 30, Fortitude 28, Reflex 29, Will 26	Perception +12	
Speed 6	Low-light vision	
TRAITS		
✧ Bewildering Haze ♦ Aura 1		
An enemy in the aura can attack only during its turn.		
Furious Flock		
The thurifer can score a critical hit on a roll of 19-20 against an enemy that has one or more of the thurifer's allies adjacent to it.		
STANDARD ACTIONS		
① Thurible Flail (necrotic, weapon) ♦ At-Will		
Attack: Melee 1 (one creature); +21 vs. AC		
Hit: 2d10 + 7 damage plus 2d6 necrotic damage.		
✧ Cull Unbelievers ♦ Recharge ☐ ☐		
Effect: The thurifer shifts up to its speed and uses <i>thurible flail</i> twice. A target hit by one of these attacks gains vulnerable 5 necrotic (save ends).		
TRIGGERED ACTIONS		
✧ Thurifer's Fury ♦ Encounter		
Trigger: The thurifer is first bloodied.		
Effect (Free Action): The thurifer shifts up to 3 squares and uses <i>thurible flail</i> .		
Str 22 (+14)	Dex 24 (+15)	Wis 19 (+12)
Con 15 (+10)	Int 11 (+8)	Cha 12 (+9)
Alignment unaligned		Languages Common
Equipment robes, thurible flail		

GHOST TALON

Gloomwrought is a cosmopolitan city with citizens representing every race, creed, and origin. Most residents of the city accept this fact, but some groups chafe at associating with others. Such protestations rarely rise above muttered curses or minor scuffles. The Ghost Talon, though, doesn't stop there.

These shadar-kai militants assault citizens of other races. They work to drive all but shadar-kai out of Gloomwrought. They disregard any mandate of ownership or rightful possession, and they hate everyone else and wish them either gone or dead.

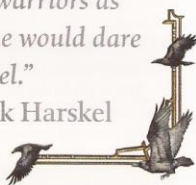
Around a hundred shadar-kai follow the group's leader, Oristus (page 103). In recent years, the Ghost Talon has grown its membership slowly but surely. Oristus's message reaches shadar-kai that are eager to purge Gloomwrought of its oppressive nobility and make room for their people.

The gang uses brutal, effective tactics, from sabotage to campaigns of violence. It targets people it deems unfit to live in the city. Oristus sees visitors and residents alike as representatives of decadence, and he leads the Talon in missions against them in every district. Whenever members of the Ghost Talon complete a task, they disappear. As a result, authorities can't pin them down. So far, the shadar-kai have limited their efforts to isolated acts of terrorism, but as their group's membership grows, they are becoming increasingly audacious, able to attack on multiple fronts and practice more sinister terrorist attacks.



"Fanatics, all of them, and seemingly led by a ghost. If I had ten warriors as good working for me, no one would dare interfere with House Harskel."

—Dedrek Harskel



Anyone who does not fit into the gang's vision for the city can fall victim to its attacks, so naturally the group has many enemies. Shadowborn residents of the city, particularly those in positions of power, are targeted by the group, as are devotees of any god other than the Raven Queen. Some members of the Ghost Talon also join the Ebony Guard, making them extremists among extremists. Most of Gloomwrought's nobility would like to see the group destroyed, but it considers the organization to be someone else's problem. The Deathless Watch despises the Ghost Talon, since members of the group always opt to fight rather than pay bribes. For the same reason, the Watch is slow to react to threats

involving the Talon, so it is rarely able to curtail the group's efforts.

The top spot on the Ghost Talon's hit list belongs to Prince Rolan. As a human and the political head of the city, Rolan represents everything the gang aims to destroy. The Talon jumps at any opportunity to strike at Rolan or members of the Prince's Guard. So far, the group has had few successes against his forces, and Rolan isn't too worried. He has assigned spies to keep tabs on the organization in case its numbers swell enough to challenge his control.

The Ghost Talon believes the shadar-kai were chosen by the Raven Queen and naturally should control the most prominent city in her realm. Ultimately, the Talon plans to transform Gloomwrought into the capital of an empire for shadar-kai.

Part of the Ghost talon's ethos exalts the inherent abilities of shadar-kai. The warriors learn to expand their *shadow jaunt* ability to work with other combat powers. They practice diligently and subject themselves to unique rituals to improve their powers. They ingest poisons that push them to the brink of death. Some members die as a result of these practices, but those who stare death in the face and remain with the living are bequeathed with extraordinary abilities surpassing those of ordinary shadar-kai. Talk of these rituals has given rise to the belief among much of Gloomwrought's populace that members of the Ghost Talon are undead. The Talon has found that this speculation helps instill fear in its victims, so the gang does nothing to discourage the rumors.

THE GHOST TALON IN YOUR GAME

Although most "good" and "evil" labels in Gloomwrought are malleable, based on political maneuvering and questionable motives, the Ghost Talon provides blatantly antagonistic foes that adventurers should have no reservations about destroying. Any establishment the party frequents could come under attack from members of the Talon. The heroes might discover a nighttime assault in progress, or a merchant could hire them as protection for a valuable shipment. If the characters fight back, the Talon pushes them to a high spot on its hit list.

As the adventurers become more well known in the city, they might become targets due to their prominence. The gang frequently strikes high-profile outsiders, and any adventuring party that makes a splash in the city fits the bill. The characters might be approached by a Ghost Talon crony and commissioned for an imaginary job to lure them into a back-alley ambush. Oristus and his followers enjoy defeating or driving off popular adventurers because such acts improve the group's visibility within the city.

(Left to right) Ghost Talon heartseeker, darkblood, and thug



GHOST TALON

History of the Ghost Talon

Oristus founded the Ghost Talon almost three years ago, upon his banishment from Raven's Eyrie. In his view, his exile served only to prove the weakness of the temple in dealing with outsiders. He swore he would take the fight to the impure, and he dedicated the Talon to rebellion against the corruption and weakness of the shadowborn noble and merchant houses.

At the beginning, the gang consisted of only a few members. Oristus and his cohorts railed against the nobility and the other races, but they lacked the numbers to back up their words with actions. After a few months, they had just enough members to attempt a simple mission of sabotage against the Goldhammer General Store in the Plaza District. As the order made a name for itself, disaffected and powerless shadar-kai throughout the city found their way to Ghost Hall.

In the years since, the Ghost Talon has expanded its operations into many types of crime and widened its targets to even the richest noble houses. Many of the houses have fought back, attempting to expunge the gang from the face of the city. Some of these campaigns inflicted heavy casualties on the Talon—one effort by House Carradh penetrated Ghost Hall, leaving behind the bodies of nearly half the order. Each time, Oristus survived and rebuilt, earning him a level of infamy on the streets of Gloomwrought. The Ghost Talon won't die until he does. He remains one of the most wanted criminals in the city.

JOHN STANKO

How Powerful Is the Ghost Talon?

Although not large, the gang has enough members and resources to make life difficult for anyone who draws its ire. The group's main force is located in Ghost Hall, where its members plan their attacks. At any time, Ghost Hall contains between a dozen and two dozen Ghost Talon members. The deadly traps help fortify the location against anyone who might try to attack it.

The Ghost Talon's strength is in its stealth and speed. Trying to catch a gang member is like grasping at a ghost. Merchant and noble houses, as well as the Deathless Watch, have tried periodically to eliminate the Ghost Talon, but a few members always slip through their fingers, allowing the gang to rebuild and eventually enact vengeance against those who attacked. The Ghost Talon doesn't attack rival forces head-on, but rather, it targets the leaders of those forces in an attempt to throw them into chaos.

Several prestigious merchant houses have fallen at the hands of the Ghost Talon. Most of the wealthier merchants and nobles, including Prince Rolan, keep guards on hand that are specially suited for defending against the gang's knack for penetrating even the most defensive fortifications. The Ghost Talon currently lacks the resources to wage any type of extended campaign, because of House Carradh's raid on the former Ghost Hall. The organization has since relocated to a new Ghost Hall, where it is steadily rebuilding its

strength. Some people in Gloomwrought believe that the Ghost Talon eventually plans to launch a counter-attack against House Carradh. The group will have its work cut out for it, though, since Carradh has one of the most well-defended houses in all of Gloomwrought.

Ghost Talon Thug		Level 12 Minion Brute
Medium shadow humanoid, shadar-kai		XP 175
HP 1; a missed attack never damages a minion.		Initiative +10
AC 24, Fortitude 25, Reflex 24, Will 23		Perception +7
Speed 6		Low-light vision
STANDARD ACTIONS		
① Heavy Flail (weapon) ♦ At-Will		
Attack: Melee 1 (one creature); +17 vs. AC		
Hit: 9 damage, or 15 on a critical hit. The thug becomes insubstantial until the start of its next turn.		
MOVE ACTIONS		
Shadow Jaunt (teleportation) ♦ Encounter		
Effect: The thug teleports up to 3 squares and becomes insubstantial until the start of its next turn.		
TRIGGERED ACTIONS		
Blood Phase ♦ Encounter		
Trigger: The thug takes damage while it is insubstantial.		
Effect (Immediate Interrupt): The thug makes a saving throw. If it saves, it ignores the triggering damage.		
Skills Stealth +15		
Str 20 (+11)	Dex 18 (+10)	Wis 12 (+7)
Con 15 (+8)	Int 11 (+6)	Cha 16 (+9)
Alignment evil Languages Common		
Equipment hide armor, heavy flail		

Ghost Talon Heartseeker		Level 12 Artillery
Medium shadow humanoid, shadar-kai		XP 700
HP 80; Bloodied 40		Initiative +9
AC 26, Fortitude 24, Reflex 23, Will 26		Perception +12
Speed 6		Low-light vision
TRAITS		
Blood Phase		
While bloodied and insubstantial, the heartseeker is phasing.		
STANDARD ACTIONS		
① Dagger (weapon) ♦ At-Will		
Attack: Melee 1 (one creature); +17 vs. AC		
Hit: 2d6 + 10 damage.		
③ Longbow (weapon) ♦ At-Will		
Attack: Ranged 25 (one creature); +19 vs. AC		
Hit: 2d12 + 7 damage.		
✧ Ghosthunt Arrow (cold, psychic, weapon) ♦ At-Will		
Attack: Ranged 10 (one creature); +17 vs. Fortitude		
Hit: 2d12 + 7 psychic and cold damage. The heartseeker becomes insubstantial until the end of its next turn.		
✧ Heartseeker Arrow (weapon) ♦ At-Will		
Requirement: The heartseeker must be insubstantial.		
Attack: Ranged 10 (one creature); +17 vs. Reflex		
Hit: 3d12 + 7 damage.		
Effect: The heartseeker is no longer insubstantial.		
MOVE ACTIONS		
Shadow Jaunt (teleportation) ♦ Encounter		
Effect: The heartseeker teleports up to 3 squares and becomes insubstantial until the end of its next turn.		
Skills Acrobatics +14, Athletics +15, Stealth +14		
Str 19 (+10)	Dex 17 (+9)	Wis 22 (+12)
Con 17 (+9)	Int 12 (+7)	Cha 13 (+7)
Alignment evil Languages Common		
Equipment leather armor, longbow, 30 arrows		

Ghost Talon Darkblood		Level 14 Brute
Medium shadow humanoid, shadar-kai		XP 1,000
HP 142; Bloodied 71		Initiative +10
AC 26, Fortitude 28, Reflex 25, Will 26		Perception +7
Speed 6		Low-light vision
TRAITS		
Blood Phase		
While bloodied and insubstantial, the darkblood is phasing.		
STANDARD ACTIONS		
① Battleaxe (weapon) ♦ At-Will		
Attack: Melee 1 (one creature); +19 vs. AC		
Hit: 2d12 + 13 damage.		
✦ Darkblade (cold, necrotic, weapon) ♦ At-Will		
Attack: Melee 1 (one creature); +17 vs. Reflex		
Hit: 2d12 + 12 cold and necrotic damage, and ongoing 5 cold and necrotic damage (save ends). The darkblood becomes insubstantial until the end of its next turn.		
✧ Darkblood Corruption (necrotic, poison) ♦ At-Will		
Requirement: The darkblood must be insubstantial.		
Attack: Close burst 1 (enemies in the burst); +17 vs. Fortitude		
Hit: 2d8 + 11 poison and necrotic damage, and the target falls prone.		
Effect: The darkblood is no longer insubstantial.		
MOVE ACTIONS		
Shadow Jaunt (teleportation) ♦ Encounter		
Effect: The darkblood teleports up to 3 squares and becomes insubstantial until the end of its next turn.		
Skills Acrobatics +15, Athletics +18, Stealth +15		
Str 23 (+13)	Dex 17 (+10)	Wis 11 (+7)
Con 17 (+10)	Int 12 (+8)	Cha 19 (+11)
Alignment evil Languages Common		
Equipment chainmail, battleaxe		

Ghost Talon Death Dealer		Level 14 Controller (Leader)
Medium shadow humanoid, shadar-kai		XP 1,000
HP 115; Bloodied 57		Initiative +7
AC 28, Fortitude 24, Reflex 25, Will 28		Perception +14
Speed 6		Low-light vision
TRAITS		
✧ Dealer's Intercession ♦ Aura 3		
When an ally in the aura drops to 0 hit points, it doesn't die or fall unconscious until the end of its next turn.		
STANDARD ACTIONS		
① Staff (cold, necrotic, weapon) ♦ At-Will		
Attack: Melee 1 (one creature); +19 vs. AC		
Hit: 3d6 + 8 cold and necrotic damage.		
✧ Freezing Rebuke (cold, implement) ♦ At-Will		
Attack: Ranged 5 (one creature); +17 vs. Reflex		
Hit: 2d10 + 5 cold damage, and ongoing 5 cold damage (save ends). The death dealer becomes insubstantial until the end of its next turn.		
✧ Freeze to Death (cold, implement) ♦ At-Will		
Attack: Ranged 5 (one creature taking ongoing cold damage); +16 vs. Fortitude		
Hit: 2d6 + 4 cold damage, and the target is petrified (save ends). If the target is targeted by an attack that deals fire damage, it can make a saving throw against the effect after that attack is resolved.		
MOVE ACTIONS		
Shadow Jaunt (cold, necrotic, teleportation) ♦ Encounter		
Effect: The death dealer teleports up to 3 squares. Each enemy adjacent to it before the teleport takes 5 cold and necrotic damage.		
Str 11 (+7)	Dex 10 (+7)	Wis 24 (+14)
Con 16 (+10)	Int 18 (+11)	Cha 15 (+9)
Alignment unaligned Languages Common		
Equipment staff		

Oristus

The shadar-kai Oristus and his sister, Nira, came to Gloomwrought as adolescents, after they escaped their enclave's destruction at the hands of shadowborn halfling pirates. They eventually begged passage on a freighter bound for the City of Midnight. Upon arriving in the city, they were taken in as Raven's Eyrie nestlings and were raised in communion with the Raven Queen.

In time, both siblings joined the Eyrie's clergy. Through diligence and faith, they ascended through its ranks until Nira became the high priestess and Oristus became a member of her inner council. Despite his dramatic rise in status, Oristus remained bitter toward other races. He secretly formed the Ghost Talon, a fringe group devoted to the superiority of shadar-kai.

When Nira found out about Oristus's doings, she was surprised but did not take action immediately. Soon, the Ghost Talon became a thorn in the Eyrie's side, and the siblings, formerly so close, grew wary of each other. As the days passed, Nira became convinced that Oristus was slipping in his faith. Finally, when a Talon mission caused a riot in Penance Square, Nira consulted with the Sorrowmere to determine her course of action. The next day, Oristus's sister banished him from the temple and excommunicated him from the Eyrie.

Since then, Oristus has grown increasingly vengeful. Every problem he sees, he lays at the feet of the dirty-blooded beasts who have stolen Gloomwrought from the shadar-kai. Under Oristus's leadership, the Ghost Talon takes up arms in the name of the Raven Queen, intent on reclaiming the city from its oppressors. Shadar-kai that do not stand with the Talon are considered enemies and potential targets, including Nira.

ROLEPLAYING ORISTUS

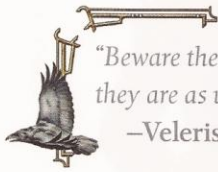
Oristus is hostile to all outsiders and immediately considers the adventurers enemies. It's unlikely he would deign to talk to any characters. If a conversation does occur, Oristus is utterly contemptuous toward the heroes. He continually strokes the handle of his weapon, making it clear he would like nothing more than an excuse to use it. He especially hates halflings, and he spews insults and challenges at any such character.



GHOST TALON

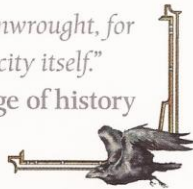
Oristus, Marshal of the Talon		Level 15 Elite Soldier
Medium shadow humanoid, shadar-kai		XP 2,400
HP 245; Bloodied 122		Initiative +12
AC 30, Fortitude 29, Reflex 25, Will 27		Perception +8
Speed 6		Low-light vision
Saving Throws +2; Action Points 1		
STANDARD ACTIONS		
⚔ Blade of Shadows (necrotic, weapon) ♦ At-Will		
Attack: Melee 1 (one creature); +20 vs. AC		
Hit: 2d10 + 10 necrotic damage, and the target is slowed until the end of its next turn.		
Effect: The target is marked until the end of Oristus's next turn.		
⚔ Double Attack ♦ At-Will		
Effect: Oristus uses <i>blade of shadows</i> twice. If both attacks hit, he becomes insubstantial until the end of his next turn.		
⚔ Pierce the Soul (necrotic, weapon) ♦ At-Will		
Requirement: Oristus must be insubstantial.		
Attack: Melee 1 (one creature marked by Oristus); +18 vs. Fortitude		
Hit: 3d10 + 7 necrotic damage, and ongoing 10 necrotic damage (save ends). If the target attacks a creature other than Oristus while taking ongoing damage from this attack, it takes 15 necrotic damage and is dazed until the end of its next turn.		
Miss: Half damage.		
MOVE ACTIONS		
Shadow Jaunt (teleportation) ♦ Encounter		
Effect: Oristus teleports up to 3 squares and becomes insubstantial until the end of his next turn. Oristus can instead teleport up to 6 squares if he teleports to a square adjacent to an enemy marked by him.		
Str 24 (+14)	Dex 16 (+10)	Wis 13 (+8)
Con 16 (+10)	Int 11 (+7)	Cha 21 (+12)
Alignment evil		Languages Common
Equipment chainmail		

GOLEMS



"Beware the golems of Gloomwrought, for they are as unkillable as the city itself."

—Veleris a'Lindesta, sage of history



Golems that come into being in Gloomwrought take life from the same energy that causes the city's architecture to shift. The reason why buildings and other physical features of the city wax and wane is unknown, but whatever power causes the phenomenon is imperfect. Collapsing buildings do not always go quietly—a spark of life sometimes escapes. A column, an archway, or even a street corner can absorb this energy and become animate. Even the wall that surrounds the city might slough off a chunk of itself to form a wall golem.

A Gloomwrought golem acts as an independent creature but remains part of the whole—it can still tap into the city's energy, causing the ground to rise up and hinder enemies. Though the golems are dangerous, residents of Gloomwrought bear them no ill will, understanding that they are a normal hazard of life in the City of Midnight.

Like most golems, Gloomwrought golems have little intelligence. Any one that comes into existence wanders aimlessly until it is destroyed or "tamed" by a member of one of Gloomwrought's factions.

If someone can imitate or impersonate a resident of the house or the area where a golem originated, the construct might serve as that person's guardian. (Needless to say, the same is true for anyone who actually is affiliated with the house or the area.) Except for those who enter into this sort of relationship, Gloomwrought golems stand apart from any other creatures and do not hesitate to attack anyone who approaches them.

A golem that enters into service with an individual is a loyal ally of that person, just as if the new master had personally made the golem. The golem might show up as a guard at its master's home or place of business. Sometimes a clever master commands his or her golem to disguise itself as part of the architecture to fool intruders.

GOLEMS IN YOUR GAME

The street golem, hearth golem, and wall golem are good additions to almost any fight in Gloomwrought. The golems can serve virtually any faction, or they can be monsters that spontaneously join a fight. The street golems are not elite like most other golems, so you can use several of them during a battle on the streets, perhaps against Midnight's Own or the Deathless Watch. Wall golems can leap out of a wall on either the inside or outside of a building. Their absence could destabilize a structure or create a new opening, causing the battlefield to change in interesting ways.



(Left to right) Street golem, wall golem, and hearth golem

Whenever a building or a street in Gloomwrought undergoes a major change of form, a golem might split from it. Even though golems must normally be created deliberately by an intelligent crafter, observation and examination of Gloomwrought golems reveals that they exhibit all the usual characteristics of golems. They aren't just some other form of construct.

This fact suggests that the City of Midnight itself has a form of sentience, but everyone who has made this connection in the past has gained no more information by exploring it further.

Those who know the proper rituals can create their own Gloomwrought golems by calling them forth from the shifting city. These rituals work best in areas of the city that have recently undergone—or are in the middle of—major, rapid changes. The would-be master has a better chance of creating a golem if the faint sentience that imbues it no longer feels “at home” where it was located.

Wall Golem	Level 16 Elite Lurker
Large natural animate (construct)	XP 2,800
HP 244; Bloodied 122	Initiative +15
AC 30, Fortitude 31, Reflex 27, Will 26	Perception +10
Speed 6	Darkvision
Saving Throws +2; Action Points 1	
TRAITS	
All-Around Vision	
Enemies can't gain combat advantage by flanking the golem.	
Plodding	
The golem cannot shift.	
STANDARD ACTIONS	
⚔ Slam ♦ At-Will	
Attack: Melee 2 (one creature); +21 vs. AC	
Hit: 3d8 + 11 damage.	
⚡ Topple ♦ At-Will	
Requirement: The golem must be affected by wall form.	
Attack: Close blast 5 (creatures in the blast); +19 vs. Fortitude	
Hit: 4d8 + 9 damage, and the golem pushes the target up to 3 squares and knocks it prone.	
Miss: Half damage.	
Effect: The golem is no longer affected by wall form and appears in an unoccupied space within or adjacent to the blast's area.	
Wall Form (polymorph) ♦ At-Will	
Effect: The golem no longer occupies its current space and instead occupies the squares within a close wall 6. The squares must be unoccupied. While in this form, the golem is blocking terrain, is 3 squares high, and gains resist 20 to all damage. In addition, the golem can take no actions other than using <i>topple</i> or spending a free action to return to its normal form in an unoccupied space adjacent to a square of the wall.	
TRIGGERED ACTIONS	
⚡ Collapse ♦ Encounter	
Trigger: The golem is first bloodied.	
Effect (Free Action): The golem uses <i>topple</i> , even if it does not meet the power's requirement. The golem is then removed from play, and any effects on it end. At the start of its next turn, the golem appears in an unoccupied space within or adjacent to the squares it last occupied.	
Str 24 (+15)	Dex 16 (+11)
Con 20 (+13)	Int 5 (+5)
	Wis 14 (+10)
	Cha 8 (+7)
Alignment unaligned	Languages —



Street Golem	Level 10 Soldier
Large natural animate (construct)	XP 500
HP 52; Bloodied 26	Initiative +8
AC 25, Fortitude 24, Reflex 20, Will 22	Perception +8
Speed 7	Darkvision
Resist 10 to all damage	
TRAITS	
⚡ Loose Cobbles ♦ Aura 2	
Squares in the aura are difficult terrain for enemies.	
Plodding	
The golem cannot shift.	
STANDARD ACTIONS	
⚔ Slam ♦ At-Will	
Attack: Melee 2 (one creature); +15 vs. AC	
Hit: 2d6 + 10 damage, and the target is slowed until the end of the golem's next turn.	
⚡ Street's Clutches ♦ Recharge ⚡ ⚡	
Attack: Close burst 2 (enemies in the burst); +13 vs. Reflex	
Hit: 2d8 + 5 damage, and the target is slowed (save ends). If the target is already slowed, it is instead immobilized (save ends).	
Str 21 (+10)	Dex 12 (+6)
Con 17 (+8)	Int 3 (+1)
	Wis 16 (+8)
	Cha 3 (+1)
Alignment unaligned	Languages —

Hearth Golem	Level 13 Elite Controller
Large natural animate (construct)	XP 1,600
HP 256; Bloodied 128	Initiative +6
AC 27, Fortitude 28, Reflex 23, Will 25	Perception +8
Speed 6	Darkvision
Saving Throws +2; Action Points 1	
TRAITS	
⚡ Hearthfire (fire) ♦ Aura 2	
Any enemy that ends its turn in the aura takes 5 fire damage.	
Plodding	
The golem cannot shift.	
STANDARD ACTIONS	
⚔ Slam (fire) ♦ At-Will	
Attack: Melee 1 (one creature); +18 vs. AC	
Hit: 2d10 + 5 fire damage, and the target gains vulnerable 5 fire until the end of the golem's next turn.	
⚡ Double Attack ♦ At-Will	
Effect: The golem uses <i>slam</i> twice.	
⚡ Ash Blast (fire) ♦ At-Will	
Attack: Close blast 3 (creatures in the blast); +16 vs. Fortitude	
Hit: 2d10 + 10 fire damage, and the target takes a -2 penalty to attack rolls (save ends).	
MINOR ACTIONS	
⚡ Flare Up (fire) ♦ Recharge when the golem takes fire damage	
Attack: Close burst 2 (creatures in the burst); +16 vs. Reflex	
Hit: 2d6 + 5 fire damage. Until the end of the golem's next turn, its <i>slam</i> also deals ongoing 5 fire damage (save ends).	
Str 21 (+11)	Dex 10 (+6)
Con 16 (+9)	Int 3 (+2)
	Wis 14 (+8)
	Cha 3 (+2)
Alignment unaligned	Languages —

THE KEEPERS

The Keepers of Gloomwrought are mystery made manifest. Despite constant attempts to learn more about the creatures and their enigmatic goals, the reclusive Keepers baffle all. They rarely interact with the city's inhabitants, though they occupy nearly every street corner in the city. As they studiously examine the buildings, the creatures speak only in a series of guttural clicks. For the most part, the Keepers seem content to leave the other inhabitants of the city alone, provided no one interferes with their maintenance. If they are attacked, the Keepers do everything in their power to avoid further conflict, but they are surprisingly lethal when forced to fight. Keepers can shift between humanoid form and a motile mass of viscous black tar, evading, attacking, and devastating those who dare antagonize them.

Keepers rarely interact with others. When anyone asks a Keeper what it's doing or where it came from, the Keeper ignores the question, avoids looking at the questioner, and keeps working. No sage has any record of a Keeper responding to such a query.

The Keepers do seem able to influence or control the golems of Gloomwrought, and they sometimes fight alongside a piece of the living city. They also have a strong connection to creatures of shadow, calling them into battle when facing a powerful foe.

"The mysterious, black-clad creatures known as the Keepers maintain Gloomwrought's buildings. Nobody outside their ranks knows their secret goal."

*—A Codex of the Planes,
by Corwin Aterly*

City dwellers have long thought of the Keepers as a homogenous group, but recent events suggest otherwise. Keepers with silver skulls ornamenting their black smocks began showing up throughout the city, in ever-increasing numbers. On rare occasions, these Keepers were glimpsed fighting—and even killing—other Keepers.

This turn of events has led to speculation about "false" Keepers, creatures that are either Keepers corrupted by an outside force or beings able to mimic the Keepers. Worst of all, these false Keepers seem to have the ability to manipulate the city, making Gloomwrought strike out against their enemies.



Where facts are few, theories abound. Most citizens of Gloomwrought assume that the Keepers serve Prince Rolan, and that they are responsible for the constantly changing landscape of the city. No one in the city recalls a time when the Keepers were not there, quietly toiling in the background. The creatures might predate Gloomwrought, and some think the Keepers built the city with their own hands. New theories suggest the Keepers' continuous vigil isn't responsible for the city's shifting face, but instead it fortifies Gloomwrought against degradation caused by the Shadowfell. As with most of the strange and inexplicable phenomena in Gloomwrought, the existence of false Keepers has been blamed on powers such as Orcus and Vecna.

Behind the Keepers

The following section presents possible background information about the Keepers. If you prefer to leave the Keepers as mysterious figures in your campaign, want to use a different explanation for the facts given above, or let your players' guesses define the Keepers' role, feel free to disregard this material.

Feed on Misery and Woe: In truth, the Keepers feed on the negative emotions of creatures within Gloomwrought's walls. They oppose happiness or joy, and they manipulate the shifting of the city's architecture to create feelings of unease, uncertainty, and dread. They don't do so out of malice. They would

literally starve if Gloomwrought became a more pleasant place. Still, regardless of their motives, the Keepers subjugate the citizens of the City of Midnight, leaving them in a state of constant anguish and depression.

Preserve the City: The Keepers sense a sentence of sorts in the city itself. As long as they maintain its "health," they can draw the psychic energy they need from its brick and stone. No clear line separates the fate of the Keepers from that of the city. Perhaps they arose from its walls, children that began as blobs of tar. Or they might have built the city to serve as a cage, trapping creatures within it and leeching their misery. They could even be the first dark lords, with Gloomwrought as their domain of dread.

False Keepers Go Rogue: Because of a twist in their mentality, the false Keepers broke from the ranks of the Keepers. If the Keepers are psychic vampires, then the false Keepers are their gluttonous kin, torturing and imprisoning victims to devour more and more negative emotions. They take a direct approach—one far harder to justify. They have split off from the main group only recently, and anything that could cause such a major shift must be dangerous.

Keeper Enforcer		Level 16 Skirmisher
Medium shadow humanoid (shapechanger)		XP 1,400
HP 150; Bloodied 75		Initiative +17
AC 30, Fortitude 26, Reflex 30, Will 28		Perception +13
Speed 6		Blindsight 20
TRAITS		
Combat Advantage		
The enforcer deals 2d10 extra damage against any creature granting combat advantage to it.		
STANDARD ACTIONS		
① Shadowformed Blade ♦ At-Will		
Attack: Melee 1 (one creature); +21 vs. AC		
Hit: 2d10 + 10 damage.		
† Gloom Stride ♦ At-Will		
Effect: The enforcer shifts up to half its speed and uses <i>shadowformed blade</i> . This movement doesn't trigger attack powers.		
† Dissolving Blitz (acid, polymorph) ♦ Recharge ☐ ☐		
Effect: The enforcer shifts up to its speed and can enter enemies' spaces during this movement. Each time the enforcer enters an enemy's space for the first time during this movement, it can make the following attack against that enemy.		
Attack: Melee 0 (the enemy whose space the enforcer entered); +19 vs. Reflex		
Hit: 2d8 + 10 acid damage, and the target falls prone. The target is slowed until the end of the enforcer's next turn.		
✧ Caustic Bile (acid) ♦ Encounter		
Attack: Ranged 5 (one creature); +19 vs. Fortitude		
Hit: 4d6 + 12 acid damage, and the target is blinded (save ends).		
Miss: Half damage.		
Skills Stealth +20		
Str 16 (+11)	Dex 24 (+15)	Wis 21 (+13)
Con 14 (+10)	Int 17 (+11)	Cha 8 (+7)
Alignment unaligned Languages Common		

False Keeper		Level 17 Elite Controller
Medium shadow humanoid (shapechanger)		XP 3,200
HP 332; Bloodied 166		Initiative +16
AC 31, Fortitude 29, Reflex 31, Will 27		Perception +12
Speed 6		Blindsight 20
TRAITS		
☼ The City Serves ♦ Aura 2		
Squares in the aura are difficult terrain for enemies.		
STANDARD ACTIONS		
① Claw ♦ At-Will		
Attack: Melee 1 (one creature); +22 vs. AC		
Hit: 3d8 + 11 damage.		
✧ Corrupting Miasma ♦ At-Will		
Attack: Ranged 5 (one or two creatures); +20 vs. Will		
Hit: 2d8 + 11 damage, and the target is dazed (save ends).		
First Failed Saving Throw: The target is no longer dazed and is instead dominated until the end of its next turn.		
† Dissolving Ooze (acid, polymorph) ♦ Recharge ☐ ☐		
Effect: The false Keeper shifts up to its speed and can enter enemies' spaces during this movement. Each time the false Keeper enters an enemy's space for the first time during this movement, it can make the following attack against that enemy.		
Attack: Melee 1 (the enemy whose space the false Keeper entered); +20 vs. Reflex		
Hit: 4d8 + 11 acid damage, and the target is slowed until the end of the false Keeper's next turn.		
TRIGGERED ACTIONS		
☞ Caustic Breath (acid) ♦ Encounter		
Trigger: The false Keeper is first bloodied.		
Attack (Free Action): Close blast 5 (creatures in the blast); +20 vs. Fortitude		
Hit: 3d8 + 11 acid damage, and the target takes a -2 penalty to attack rolls and damage rolls (save ends).		
Miss: Half damage.		
Skills Stealth +21		
Str 17 (+11)	Dex 26 (+16)	Wis 19 (+12)
Con 22 (+14)	Int 18 (+12)	Cha 9 (+7)
Alignment unaligned Languages Common		

MIDNIGHT'S OWN



"Only when you are willing to stand in darkness are you ready to see the light."

—Gloomwrought proverb



Decades ago, in the back alleys and gambling parlors of Dunnage Row, a group of like-minded individuals born and bred in Gloomwrought met and banded together. These common people were able to look beyond their own situations and see the city as a crumbling realm of the hopeless led by the corrupt. These peasants resolved to do what they could to drive the merchants and nobles that rule the City of Midnight out of power.

The founders of Midnight's Own realized that a group of peasants and laborers, no matter how large, could overthrow the city's corrupt leaders in a coup. Desperate for change nonetheless, they developed an odd sort of vigilantism as a strategy—one that works precisely because it is so odd.

The gang that calls itself Midnight's Own sabotages trade shipments, raids caravans, and even kills innocent people. Based in the Drowned Quarter, its members

spread out every night to find new victims in every corner of the city. Although they keep their plans secret, they make sure their actions are flashy and obvious. To sink a merchant boat, they use explosives. After killing a noble, they dismember the body for show.

They wreak all this havoc for one reason—to attract the attention of truly heroic individuals who would be able to change the circumstances in Gloomwrought if they came to the city. Where there are monsters, they reasoned, heroes soon follow, so they resolve to behave in the most monstrous fashion possible.

Drawn as they are from the ranks of the common people, members of Midnight's Own use the trappings of their upbringing. The gang's weapons evolved from peasant items such as sticks, fishing nets, and slings. Every gang member knows the streets and alleys of Gloomwrought so well that he or she is never held up by obstacles or debris.

The members of Midnight's Own avoid harming "their people," the peasant folk of Gloomwrought (whether born here or not). They murder minor nobles and attack traders only if those targets aren't accompanied by slaves or servants. There have been a few exceptions, but only in accidents or attempts to throw authorities off their trail.

Although the gang doesn't go out of its way to harm poor people, it doesn't protect them either—at least, members don't allow themselves to be seen engaging



EVA WIDERMANN

MIDNIGHT'S OWN IN YOUR GAME

Midnight's Own can enter your game in two main paths. First, you could run the group as the citizens of Gloomwrought see it: a gang of bloodthirsty thugs lurking in the alleys of the city. In this role, Midnight's Own serves as a generic villain to throw at the party. The adventurers can fight the gang without worrying about drawing heat from any major faction in the city, and very few care if members of Midnight's Own die—even their superiors.

Second, you could develop a more complicated arc, consisting of three major acts. In the first act, the gang acts as an enemy of the adventurers. Members of Midnight's Own attack them in disguise, trying to make the adventurers believe that the Deathless Watch and other factions

are their enemies, such as in **Battle in the Street** on page 12 of the *Encounter Book*. These attacks should be consistent and gradually increase in strength. In the second act, introduce the party to a noble or a merchant in the city. Use this figure's behavior to give the players a glimpse of the corruption that consumes Gloomwrought's leaders. After a few sessions of witnessing the leader's cruelty, the players are primed for the third act, in which the leaders of the gang approach the characters. They have tested the party's strength, and they know that the characters have seen the brutality of the elite. Midnight's Own members beg the heroes to help them in overthrowing the corrupt leader.

in such activity. The leaders know that questions could arise if known gang members were witnessed doing good deeds.

As soon as adventurers enter Gloomwrought, members of Midnight's Own start watching them. Newer gang members tail them through the streets, while the older and more experienced dash along the rooftops and watch their reactions. If the adventurers notice them, the members break off and flee.

Members who joined when they were young and healthy, then grew more infirm in their old age, still contribute to the gang by pretending to be victims, crying out for the assistance of anyone strong enough to help.

Midnight's Own tests potential champions through combat, drawing them into dark alleys rather than fighting in the middle of the street. Rooftop runners observe their fellows below, fleeing as soon as the battle is over to carry news of the outcome. If the gang members are victorious, they rob the would-be heroes and disappear—they have no intention of killing anyone who might one day be useful to them.

Gang leaders keep careful track of any new arrivals in the city who respond to cries for help. Sometimes they stage an "emergency" of their own by sending out a squad of newer members to engage the visitors. Watching from the shadows, the gang leaders assess whether a group of would-be heroes is strong enough to take on the cruel factions in charge of Gloomwrought. So far, Midnight's Own has not found anyone who perfectly suits its purpose, but new visitors enter the city every day.

As happens so often in the Shadowfell, the strong principles on which Midnight's Own was founded have deteriorated over the years. As the gang grew, it no longer remained secret, and it drew in more and more recruits. Many of today's inductees do not even know the original goal of the gang. They think joining the group gives them an excuse to loot and pillage, backed by a force large enough to make the noble families worried. The current gang has even let in some sailors who managed to get marooned in the city, as well as a few bored and bitter scions of the noble houses.

Behind the scenes, however, the order still acts toward its ultimate goal. The leadership of the gang regularly hires the Veiled Alliance to deliver messages about the actions of Midnight's Own to those on other planes.

History of Midnight's Own

Midnight's Own began when some of Gloomwrought's poorest citizens, stinging from the whips of the merchants who control the city, banded together. The oldest members of the group have passed down a legend of the event that led to the group's founding.

At the Nine Coppers, a sailor's tavern in the Drowned Quarter, a shadowborn dwarf stumbled through the door. His back was bloody, the skin flayed off by a cruel wharfmaster of the Carradh family. The dwarf could barely recount what had happened before he died, but his last words burned indelibly into the memories of the patrons that night: "Make them pay." The downtrodden customers saw their own fates in that dying dwarf, and they knew that their children's children would suffer likewise—unless they did something.

Knowing that a meager few could never directly bring about the sweeping change needed to reform the city, members of Midnight's Own swore an oath to each other and to the future of the city. They would act as though they were the worst monsters in the City of Midnight, as a way to attract the greatest adventurers from throughout the planes. Like a lure dangling on a line, their actions would force powerful heroes to respond. And then, so they hoped, those heroes would see the even greater evils that lurk in Gloomwrought and would do what they must to enact change in the city.



How Powerful Is Midnight's Own?

In the grand scheme of things, Midnight's Own has little sway over Gloomwrought's affairs. Although the gang poses a threat to low-level adventurers visiting the city, it is one of the weakest factions in Gloomwrought. As far as the leaders of the gang are concerned, most of their members exist only to draw heroes to the city in service to their ultimate purpose. A few dozen dead lackeys mean nothing.

For the most part, encounters with Midnight's Own involve shadowborn in the upper heroic tier. These newer members of the group provide a buffer between the gang's adversaries and the more capable members of the group, allowing the gang's leaders to assess the skills of adventurers who successfully stand up to these initial foes.

Midnight Catcher	Level 8 Soldier
Medium shadow humanoid, human	XP 350
HP 87; Bloodied 43	Initiative +8
AC 24, Fortitude 21, Reflex 19, Will 20	Perception +7
Speed 6, climb 3	Low-light vision
TRAITS	
Street Agility	
The catcher ignores difficult terrain that consists of rubble, debris, uneven pavement, or similar terrain.	
STANDARD ACTIONS	
⚔ Club (weapon) ♦ At-Will	
Attack: Melee 1 (one creature); +13 vs. AC	
Hit: 2d6 + 9 damage.	
⚡ Ground Pound (weapon) ♦ Recharge when an enemy adjacent to the catcher falls prone	
Attack: Melee 1 (one prone creature); +13 vs. AC	
Hit: 3d6 + 9 damage, and the target cannot stand until the end of the catcher's next turn.	
MINOR ACTIONS	
⚡ Net Drag (weapon) ♦ At-Will	
Attack: Close blast 3 (creatures in the blast); +11 vs. Fortitude	
Hit: The catcher pulls the target up to 2 squares.	
TRIGGERED ACTIONS	
⚡ Staggering Retaliation (weapon) ♦ At-Will	
Trigger: An enemy adjacent to the catcher moves away from it or makes an attack that doesn't include the catcher as a target.	
Attack (Immediate Interrupt): Melee 1 (triggering enemy); +13 vs. AC	
Hit: 2d6 + 9 damage, and the target falls prone.	
Skills Acrobatics +11, Athletics +13, Stealth +11	
Str 19 (+8)	Dex 14 (+6) Wis 17 (+7)
Con 15 (+6)	Int 10 (+4) Cha 10 (+4)
Alignment unaligned Languages Common	
Equipment leather armor, club, net	

Midnight Drifter	Level 9 Skirmisher
Medium shadow humanoid, human	XP 400
HP 95; Bloodied 47	Initiative +11
AC 23, Fortitude 20, Reflex 22, Will 21	Perception +8
Speed 6, climb 3	Low-light vision
TRAITS	
Combat Advantage	
The drifter deals 1d8 extra damage against any target granting combat advantage to it.	
Street Agility	
The drifter ignores difficult terrain that consists of rubble, debris, uneven pavement, or similar terrain.	
STANDARD ACTIONS	
⚔ Quarterstaff (weapon) ♦ At-Will	
Attack: Melee 1 (one creature); +14 vs. AC	
Hit: 2d8 + 8 damage, and the drifter can slide the target 1 square.	
⚡ Spinning Knockdown (weapon) ♦ Recharge ☄ ☄	
Attack: Close burst 1 (enemies in the burst); +12 vs. Reflex	
Hit: 2d8 + 8 damage, and the drifter slides the target up to 2 squares and knocks it prone.	
MOVE ACTIONS	
Staff Vault ♦ Recharge when first bloodied	
Effect: The drifter jumps up to its speed, moving vertically or horizontally. It provokes opportunity attacks only for leaving the square it occupied before this movement.	
Skills Acrobatics +14, Athletics +12, Stealth +14	
Str 16 (+7)	Dex 20 (+9) Wis 18 (+8)
Con 15 (+6)	Int 10 (+4) Cha 12 (+5)
Alignment unaligned Languages Common	
Equipment leather armor, quarterstaff	

Midnight Arrow	Level 10 Artillery
Medium shadow humanoid, human	XP 500
HP 82; Bloodied 41	Initiative +10
AC 24, Fortitude 21, Reflex 23, Will 22	Perception +9
Speed 6, climb 3	Low-light vision
TRAITS	
Street Agility	
The arrow ignores difficult terrain that consists of rubble, debris, uneven pavement, or similar terrain.	
STANDARD ACTIONS	
⚔ Club (weapon) ♦ At-Will	
Attack: Melee 1 (one creature); +15 vs. AC	
Hit: 2d6 + 8 damage.	
☄ Glancing Shot (weapon) ♦ At-Will	
Attack: Ranged 15 (one creature); +17 vs. AC	
Hit: 2d6 + 6 damage, and another creature within 3 squares of the target takes 5 damage.	
☄ Double Shot ♦ Recharge ☄ ☄	
Effect: The arrow uses <i>glancing shot</i> twice.	
TRIGGERED ACTIONS	
☄ Vengeful Arrow ♦ At-Will	
Trigger: An enemy hits the arrow with a ranged or an area attack.	
Effect (Immediate Reaction): The arrow uses <i>glancing shot</i> against the triggering enemy.	
Skills Acrobatics +15, Athletics +11, Stealth +15	
Str 12 (+6)	Dex 21 (+10) Wis 18 (+9)
Con 16 (+8)	Int 10 (+5) Cha 10 (+5)
Alignment unaligned Languages Common	
Equipment leather armor, club, longbow, 20 arrows	

TENEBOUS CABAL

In the natural world, druids connect deeply to the world's spirits, channeling their power to become living weapons who defend the world. In the Shadowfell, those who draw on the power of their world receive instead the power of shadow. A person can surrender a part of his or her being to the plane, gaining the power to cloak body, mind, and deed in darkness and subtlety. Although some practitioners of these arts live in the world, many more exist here—and they have reverence for their craft and their home plane just as primal heroes do for theirs.

The Tenebrous Cabal became the first institution in Gloomwrought to refine and teach the use of shadow as a power source. A great many cabalists learned to weave shadow into shrouds to both entrap their enemies and disguise themselves. Others sculpted it into living forms, creating dark monsters as ephemeral as mist. Combined with training in nonmagical stealth and skulduggery, their magic made their agents extremely cunning. Cabalists soon insinuated themselves into powerful positions in the city, all the while concealing their power and denying the existence of the order altogether. Through the friends it has placed in crucial stations, the cabal can exert significant political force in Gloomwrought without ever revealing itself publicly.

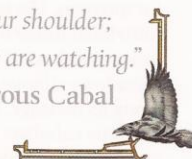
Most members of the cabal learn only a little shadow magic, don't get deeply involved in the group, and

never find out about its clandestine activities. Highly trained agents, though, form the backbone of the group. The cabal might demand an assassination, sabotage, manipulation, or some other act requiring an unseen, untraceable hand. An agent always carries out the will of the order, in Gloomwrought and beyond.



*"We are the unheard knock at your door;
We are the unseen guest at your table;
We are the unfelt hand on your shoulder;
We are the unknown, and we are watching."*

—Pledge of the Tenebrous Cabal



Although all people in positions of power know of the cabal's reputation, they only fool themselves if they think this knowledge makes them safe. The shadow training that agents receive gives them mastery over invisibility, disguise, and misdirection. Furthermore, they know tactics to circumvent any defense. A busker on the street might be an agent casing a business to loot that night, or a steward for a merchant house could be pulling the strings of her supposed masters.



BEN WOOTTEN

Agents travel and carry out missions in groups, with each having a specific role in the scheme. A mark might confront a prospective burglar, only to discover later that the object he was guarding disappeared behind his back. While passing through a crowd, several cabalists might casually converge on a target, striking and then melting away into the throng of people. Cabalists sometimes work with other humanoids, but these temporary allies often don't know the true identities of those they are teaming up with.

Agents profess that they do the will of the Tenebrous Cabal, but what exactly determines that will is uncertain. The group's leader, the Lord of Hexes, taps teams for missions. His motivations are as mysterious as the individual himself. The Lord of Hexes interacts with other members of the cabal only through the guise of a shadowy silhouette that appears long enough to pass along its message, then disperses into nothing.

Some cabalists develop pet theories about the group's greater goals. Hints gathered from the cabal's ancient texts and labyrinthine initiation rites suggest a few possible agendas. One theory says that if enough agents come under the sway of shadow magic, they could transform pieces of the natural world to become more like the Shadowfell, slowly consuming that realm in gloom. Another claims that when initiates relinquish fragments of souls to the Shadowfell for their power, they are feeding the Lord of Hexes. Proponents of this theory believe the Lord to be a composite creature or hive mind, thriving on and reinforcing the strength of the cabal. Regardless of their take on the cabal's motives, members of the group know better than to ask or challenge the Lord of Hexes about what they've found.

Joining the Cabal

The Tenebrous Cabal grants membership to anyone able to complete its initiation rites, and an adventurer interested in manipulating shadow power might decide to take the challenge. The applicant must undertake an assignment for the benefit of the cabal. This is a dangerous task involving a secret the applicant cannot share with allies.

A typical initiate attempting to become an agent studies hexcraft for several years—but adventurers are

anything but typical. A character would be considered street-ready immediately, but might need to receive personal instruction from one of the school's masters during the party's downtime. This new training can be represented by any number of game mechanics, such as multiclassing or learning a power that uses Stealth. Because of the impressive feats he or she has accomplished in an adventuring life, the character might even be asked to give a seminar or teach an intensive course to other cabal members.

Being a member of the Tenebrous Cabal obliges a character to honor the organization's codes and loyalties. Cabalists guard the secret of their membership closely. The character cannot admit to having joined the cabal, or even to knowing it exists. If asked directly about the guildhouse building, members claim it is a warehouse for an unknown merchant.

When a person fails the entrance exam, members of the Tenebrous Cabal take steps to ensure that individual never reveals any secrets he or she might have learned. They bind shadow magic to a failed initiate, which stops that person's tongue should he or she ever try to divulge information. Rituals can overcome this magic, but usually at the peril of the ritualist and the person bound by the magic.

Tenebrous Assassin		Level 14 Skirmisher	
Medium shadow humanoid, human		XP 1,000	
HP 138; Bloodied 69		Initiative +15	
AC 26, Fortitude 25, Reflex 27, Will 26		Perception +13	
Speed 6		Darkvision	
TRAITS			
Unerring Focus			
The assassin never takes penalties to attack rolls it makes against its prey. If the assassin takes radiant damage, this trait no longer functions (save ends).			
STANDARD ACTIONS			
⚔ Kukri (weapon) ♦ At-Will			
Attack: Melee 1 (one creature); +19 vs. AC			
Hit: 2d6 + 13 damage, or 3d6 + 13 if the target is the assassin's prey.			
⚡ Sunder from Sight (weapon) ♦ Recharge ☼ ☼ ☼			
Attack: Melee 1 (one creature); +19 vs. AC			
Hit: 2d6 + 13 damage, or 3d6 + 13 if the target is the assassin's prey.			
Effect: The target takes ongoing 5 damage, and it cannot be seen or targeted by its allies (save ends both).			
MINOR ACTIONS			
👁 Shadow Prey ♦ At-Will			
Effect: Ranged sight (one creature). The assassin designates the target as its prey until the assassin designates another target or until the end of the encounter.			
TRIGGERED ACTIONS			
🌀 Shadow Leap (teleportation) ♦ At-Will			
Trigger: An enemy other than the assassin's prey attacks the assassin.			
Effect (Immediate Reaction): The assassin teleports up to 6 squares to a square adjacent to its prey.			
Skills Acrobatics +18, Athletics +12, Stealth +18			
Str 11 (+7)	Dex 22 (+13)	Wis 12 (+8)	
Con 18 (+11)	Int 11 (+7)	Cha 20 (+12)	
Alignment unaligned		Languages Common	
Equipment leather armor, 2 kukris			

ALLIES IN THE CABAL

Nearly anybody can join the Tenebrous Cabal, but most earn only a scrap of knowledge of shadow magic and a bit of prestige. For these people, membership is a bit of background that comes up only when it's needed. If you want one of the party's allies to be associated with the cabal without being a true agent, add a power from one of the monsters described below to that ally's abilities.

An adventurer who is a cabal member has greater leeway in working with nonmembers. He or she might be asked to retrieve a particular item on an upcoming adventure—something unrelated to the main adventure and easily concealed or excused. Or the character might be told to shun a person that he or she is about to meet. In return, the character can expect assistance from other cabal members throughout the city. Cabalists have an uncanny ability to know each other by sight, even though the connection can never be mentioned aloud. Regardless of personal power and station, all members must obey the Lord of Hexes when he calls.

Tenebrous Infiltrator	Level 15 Lurker
Medium shadow humanoid, half-elf	XP 1,200
HP 116; Bloodied 58	Initiative +17
AC 29, Fortitude 27, Reflex 28, Will 26	Perception +16
Speed 6	Darkvision
TRAITS	
Shadow Walker	
While the infiltrator is more than 5 squares away from a source of bright light, it has a speed of climb 6 (spider climb).	
STANDARD ACTIONS	
⚔ Sap (weapon) ♦ At-Will	
Attack: Melee 1 (one creature); +20 vs. AC	
Hit: 3d6 + 12 damage.	
☞ Become Shadow (polymorph) ♦ At-Will	
Effect: Melee 1 (one creature). The infiltrator slides 1 square, into the target's space, and melds with the target's shadow until the end of its next turn. While the infiltrator is melded with shadow, no creature has line of sight or line of effect to it. The infiltrator remains in the target's space as the target moves.	
⚔ Return from Shadow (weapon) ♦ At-Will	
Requirement: The infiltrator must be melded with shadow.	
Effect: The infiltrator slides 1 square to a square adjacent to the creature whose shadow it has melded with. The infiltrator can then make the following attack twice against that creature.	
Attack: Melee 1 (the creature whose shadow the infiltrator left); +20 vs. AC	
Hit: 2d6 + 11 damage, and the target is dazed until the end of the infiltrator's next turn. If the target is already dazed by this attack, it is instead dazed (save ends).	
Miss: Half damage.	
MOVE ACTIONS	
☞ Shadow Flight (teleportation) ♦ At-Will	
Trigger: A source of bright light comes within 5 squares of the infiltrator, or the infiltrator takes radiant damage.	
Effect (Immediate Interrupt): The infiltrator teleports up to 6 squares.	
Skills Acrobatic +18, Athletics +13, Stealth +18, Thievery +18	
Str 12 (+8)	Dex 22 (+13) Wis 18 (+11)
Con 20 (+12)	Int 11 (+7) Cha 12 (+8)
Alignment unaligned Languages Common	
Equipment leather armor, sap	

How Powerful Is the Tenebrous Cabal?

The Tenebrous Cabal's membership includes numerous cabalists in high-ranking positions throughout Gloomwrought, giving the order access to secret information and vast resources. In your game, decide which officials are members of the cabal so you can determine how much interest they take in the activities of the adventurers.

Tenebrous Conjurer	Level 15 Artillery
Medium shadow humanoid, elf	XP 1,200
HP 114; Bloodied 57	Initiative +12
AC 29, Fortitude 26, Reflex 27, Will 28	Perception +14
Speed 6	Darkvision
TRAITS	
☞ Shadow Sphere ♦ Aura 3	
Creatures without darkvision do not have line of sight outside the aura while in it, and creatures without darkvision do not have line of sight into the aura while outside it. If the conjurer takes radiant damage, the aura doesn't function until the start of the conjurer's next turn.	
STANDARD ACTIONS	
⚔ Tomb Touch (necrotic) ♦ At-Will	
Attack: Melee 1 (one creature); +18 vs. Reflex	
Hit: 2d10 + 11 necrotic damage, and the target gains vulnerable 5 necrotic (save ends).	
☞ Spectral Hand (cold, necrotic) ♦ At-Will	
Attack: Ranged 15 (one creature); +20 vs. Reflex	
Hit: 1d10 + 13 necrotic damage, and ongoing 5 cold and necrotic damage (save ends).	
☞ Night Tendrils (force, necrotic, zone) ♦ Encounter	
Attack: Area burst 2 within 15 (enemies in the burst); +20 vs. Fortitude	
Hit: 1d10 + 11 damage, and ongoing 5 force and necrotic damage (save ends).	
Miss: Half damage.	
Effect: The burst creates a zone that lasts until the end of the encounter. Enemies have vulnerable 5 necrotic while in the zone. Allies treat radiant damage they take as necrotic damage while in the zone. As a minor action, the conjurer can move the zone up to 2 squares.	
Skills Arcana +12, Stealth +17	
Str 11 (+7)	Dex 20 (+12) Wis 14 (+9)
Con 18 (+11)	Int 11 (+7) Cha 22 (+13)
Alignment unaligned Languages Common	
Equipment robes, wand	



POWER PLAYERS IN GLOOMWROUGHT

Ambitious creatures find fertile ground in Gloomwrought's ever-shifting political landscape. But every opportunity in the City of Midnight is veined with danger. Even working in the seemingly innocuous position of vendor means risking death at the hands of a covetous rival or a desperate job seeker.

Here are some of the City of Midnight's most prominent or influential faces, many of whom hold positions in the upper echelons of government, security, and trade.

Azuun Bennic

For decades, the firesoul genasi Azuun Bennic has served as the City of Brass's chief ambassador to Gloomwrought. In his ambassadorial role, Azuun has accomplished much of note, not the least of which includes providing his masters with a strong voice in the foremost Shadowfell trade city, granting Gloomwrought's noble houses an earpiece to the Elemental Chaos, and keeping himself out of everyone's collective hair back at home.

In the City of Brass, Azuun's boisterous, lusty nature was a source of constant headaches to city leaders, and they were more than ready to send him to Gloomwrought. The officials hoped the Shadowfell's effect would temper his behavior, but mostly they just wanted to send Azuun far, far away.

Azuun has an unquenchable thirst for life and looks for it in the bottom of a wine jug, atop a feasting plate, or on the sands of a gladiatorial pit. He seems immune to the Shadowfell's leeching effect, though no one knows why.

Since being appointed to Gloomwrought, the genasi has taken to the city. Unlike his predecessors, Azuun not only understands the political squabbles plaguing the city, he enjoys negotiating through them as well. In his own right, Azuun has become as skilled a political schemer as the likes of Lord Olisk Carradh.

In addition to the time he spends battling wits with political opponents, Azuun is a regular participant in the Fettered Ward's gladiatorial spectacles. He has become a fan favorite, but the dangerous situations he puts himself in are incredibly stressful to city leaders. After all, if Azuun should die in the arena, the City of Brass is sure to hold them accountable.

Azuun's impressive beard is ornamented with delicate brass filigree. Fiery rubies, interspersed between snappy brass clasps, decorate his clothing. He regularly requisitions replacement rubies from the Elemental Chaos when the Shadowfell robs his gems of their luster. Although he relishes looking the part, Azuun also takes acute pleasure in annoying the noble heads of houses by making their households jealous of his cultured air and his courtly attire.



Azuun Bennic, Genasi Ambassador		Level 14 Brute
Medium elemental humanoid (fire), genasi		XP 1,000
HP 171; Bloodied 85		Initiative +9
AC 26, Fortitude 28, Reflex 26, Will 24		Perception +8
Speed 6		
Resist 10 fire		
STANDARD ACTIONS		
④ Burning Scimitar (fire, weapon) ♦ At-Will		
Attack: Melee 1 (one creature); +19 vs. AC		
Hit: 2d8 + 7 damage, and ongoing 10 fire damage (save ends).		
⚡ Scimitar Cataclysm (fire, weapon) ♦ Recharge [X] [1]		
Attack: Close burst 1 (enemies in the burst); +19 vs. AC		
Hit: 2d8 + 7 fire damage, and ongoing 10 fire damage (save ends).		
Miss: The target takes ongoing 5 fire damage (save ends).		
Effect: Each target falls prone.		
TRIGGERED ACTIONS		
Fiery Riposte (fire) ♦ Encounter		
Trigger: Azuun is first bloodied.		
Effect (Free Action): Close burst 3 (enemies in the burst taking ongoing fire damage). The ongoing fire damage that each target is taking increases by 5.		
Str 23 (+13)	Dex 15 (+9)	Wis 13 (+8)
Con 21 (+12)	Int 19 (+11)	Cha 15 (+9)
Alignment unaligned		Languages Common, Primordial
Equipment scale armor, scimitar		

Balaren

Since his impressive victory while defending the city's walls several years ago, Balaren has made a career out of converting fame into coin. At first, he was content to simply accept invitations to Gloomwrought's prestigious events and the expensive gifts nobles lavished on him. Eventually, though, the tiefling realized he needed to secure a position of power in the city, lest he be forced to return to his former life of adventuring.

To that end, Balaren founded the Crimson Sashes. By making himself captain of this elite order of bodyguards, Balaren set himself up to play the perpetual hero, a lucrative role in Gloomwrought. Balaren exploits his position to court the most influential females in the city, including a tempestuous (if short-lived) tryst with Lady Victis of House Treyvan. Balaren

is as skillful a womanizer as he is a commander, and an extensive network of former flames keeps him connected with the goings-on in Gloomwrought.

Before coming to the City of Midnight, Balaren was an adventuring warlord and faced most of the dangers the Shadowfell has to offer. Thus, he is well suited to lead the Crimson Sashes. The order's lower-ranking members look to their commander as a mentor, and he is always cheerful and ready to spar with them. When he takes part in training sessions, Balaren has an exhaustive supply of quips to spur his underlings into greater effort. Though they usually walk away defeated and exhausted, few of his Crimson Sashes begrudge Balaren their defeats.

Even though Balaren has worked hard to make the Crimson Sashes invaluable to the Deathless Watch, some of its members resent him. They think that Prince Rolan's increasing use of Balaren's mercenary swords implies that the Watch is somehow deficient. While the Crimson Sashes and Deathless Watch captains strategize side by side, members of the Watch are conspiring against Balaren.

POWER PLAYERS IN GLOOMWROUGHT

Balaren, Level 17 Elite Soldier (Leader)	
Captain of the Crimson Sashes	
Medium natural humanoid, tiefling	XP 3,200
HP 324; Bloodied 162	Initiative +18
AC 33, Fortitude 27, Reflex 31, Will 29	Perception +9
Speed 6	Low-light vision
Resist 10 fire	
Saving Throws +2; Action Points 1	
TRAITS	
Never Outnumbered	
Whenever two or more enemies are adjacent to Balaren, his attacks deal 10 extra damage.	
STANDARD ACTIONS	
⚔ Bastard Sword (weapon) ⚔ At-Will	
Attack: Melee 1 (one creature); +22 vs. AC	
Hit: 3d10 + 8 damage.	
Effect: Balaren marks the target until the end of his next turn.	
⚔ Double Attack ⚔ At-Will	
Effect: Balaren uses bastard sword twice.	
⚔ Crimson Wrath (fire) ⚔ Recharge when first bloodied	
Attack: Close burst 2 (enemies in the burst); +22 vs. Reflex	
Hit: 3d10 + 11 fire damage, and Balaren pushes the target up to 2 squares.	
Effect: Balaren shifts up to his speed.	
MINOR ACTIONS	
⚔ Captain's Taunt (charm) ⚔ At-Will	
Attack: Close burst 10 (one creature in the burst); +20 vs. Will	
Hit: Balaren pulls the target a number of squares up to the target's speed.	
Effect: Balaren marks the target until the end of his next turn.	
Crimson Command ⚔ Recharge ☼ ☼ ☼	
Effect: Close burst 5 (allies in the burst). Each target can shift up to 2 squares as a free action.	
TRIGGERED ACTIONS	
⚔ Punish Cowardice (weapon) ⚔ At-Will	
Trigger: An enemy adjacent to Balaren and marked by him shifts away from him.	
Attack (Immediate Interrupt): Melee 1 (triggering enemy); +24 vs. AC	
Hit: 4d8 + 11 damage, and the target is immobilized until the end of Balaren's next turn.	
Str 16 (+11)	Dex 26 (+16) Wis 13 (+9)
Con 18 (+12)	Int 11 (+8) Cha 22 (+14)
Alignment unaligned Languages Common, Giant	
Equipment leather armor, bastard sword	

WAYNE ENGLAND



Dedrek Harskel

When Paeter Harskel lay near death, no one suspected that his youngest son, Dedrek, would ever inherit leadership of the trading house. Several siblings stood between Dedrek and House Harskel's controlling seat. However, in a span of several months, all those siblings went missing or lost their lives. Some died in drunken tavern brawls; others vanished when the Stormy Sea consumed their ships. A few were killed at Execution Dock after being implicated in a plot to overthrow Prince Rolan. At the time of each death, Dedrek was present at a large event in the city, confounding any attempts to connect him to the family's losses. Within half a year, there was no one left to stand between Dedrek and leadership of the Harskel family.

Since his elevation to head of the household ten years ago, Dedrek Harskel has exemplified the qualities that make the Harskel family the City of Midnight's foremost merchant house. Dedrek daily manages a complex web of plots and is always on the lookout for opportunities to convert meager purchases into enormous profits.

One infamous example involves Dedrek's purchase of thousands of casks of sweetwater from a Feywild merchant, a move the trading community deemed a staggering blunder—at first. In the following weeks,

though, the water in wells across large sections of Gloomwrought became toxic. No evidence linking House Harskel to the soured wells was ever discovered, but for weeks half the city's inhabitants were forced to purchase drinkable water from the family, at a significant markup.

Dedrek is a wide, heavysset shadowborn human. He keeps his coal-black hair long, and a beard frames his broad face. He is agile for a man of his weight, and moves with a graceful sense of reserved strength. A masterful swordsman, Dedrek is always seen wearing his father's sword on his belt. The Harskel family signet ring he wears contains a powerful poison.

In public, two goliath bodyguards, purchased from a slave ship, accompany Dedrek. Derisively called Red the East and Indigo the West by house rivals, the goliaths intercept Dedrek's many enemies with alacrity. However, Dedrek is a proud man and accepts a challenge to duel one-on-one. If the contest is against a group, though, he brings his bodyguards into the fray.



Dedrek Harskel, Level 10 Soldier	
Lord of House Harskel	
Medium shadow humanoid, human	XP 500
HP 103; Bloodied 51	Initiative +8
AC 26, Fortitude 22, Reflex 20, Will 23	Perception +7
Speed 6	Low-light vision
STANDARD ACTIONS	
⚔ Rapier (weapon) ♦ At-Will	
Attack: Melee 1 (one creature); +15 vs. AC	
Hit: 2d8 + 11 damage.	
Effect: Dedrek marks the target until the end of Dedrek's next turn.	
† Poison Signet (poison) ♦ At-Will	
Attack: Melee 1 (one creature marked by Dedrek); +13 vs. Fortitude	
Hit: 2d8 + 11 poison damage, and ongoing 5 poison damage (save ends).	
First Failed Saving Throw: The target takes ongoing 10 poison damage and is immobilized (save ends both).	
Second Failed Saving Throw: The target falls unconscious (save ends).	
MINOR ACTIONS	
⚡ Overpowering Gaze ♦ Recharge ☼ ☼	
Effect: Close burst 5 (one creature in the burst affected by poison signet). The target makes a saving throw against poison signet's effect. The target cannot succeed on the saving throw but can fail.	
TRIGGERED ACTIONS	
🛡 Bodyguard's Sacrifice ♦ At-Will	
Trigger: An enemy damages Dedrek with a melee or a ranged attack while at least one of Dedrek's allies is adjacent to him.	
Effect (Immediate Interrupt): The damage of the triggering attack is reduced by 10, and one ally adjacent to Dedrek takes 10 damage that cannot be prevented or resisted.	
Skills Bluff +15, Diplomacy +15	
Str 18 (+9)	Dex 13 (+6) Wis 15 (+7)
Con 15 (+7)	Int 15 (+7) Cha 21 (+10)
Alignment unaligned Languages Common, Dwarven	
Equipment rapier, Harskel signet ring	

Feria

With her statuesque poise and grave expression, the deva Feria seems an odd addition to Gloomwrought. As the consort of Prince Rolan, she lends glamor and beauty to the otherwise dusty palace fortress. Her regal bearing has gifted the City of Midnight with an air of respectability it hasn't enjoyed in decades.

The so-called Shadow Angel was birthed many centuries ago. She was born alongside her spiritual twin and soulmate, Ashe. The two devas spent centuries fighting side by side, finding each other in every new incarnation.

Lifetimes ago, Ashe swore service to the Raven Queen, and Feria followed reluctantly. Ashe grew increasingly dark, slipping from the devas' noble path. During the Shadow Angel's previous incarnation, the twins' connection was fractured. When she awoke in this lifetime, she couldn't find Ashe. She has no knowledge of Ashe's current appearance, exploits, or even gender, and she would pay dearly for any word of her spiritual twin.

Before Feria had spent even one night in the City of Midnight, Prince Rolan had received word of her. As the sun set, he swept into Feria's lodging and bore her away as a guest to the Deathless Palace.

Feria attracted Prince Rolan's attention for two reasons. The less significant factor was her beauty and air of majesty, but the primary lure was Feria's eternal life.



JOHN STANCO

As the prince courted the deva, he studied in secret until he found a way to draw from the Shadow Angel's immortality, thus preserving his own longevity.

Feria knows that Rolan is tapping her life force but considers it a justifiable sacrifice in order for her to use his resources to search for Ashe. What she doesn't know is that the ritual Rolan is using is slowly infecting her divine essence. As her powers grow darker, her future resurrection as a rakshasa, rather than a deva, becomes more and more likely. Meanwhile, Rolan supports Feria in her quest to find Ashe. The prince is looking forward to finding and then destroying the Shadow Angel's soulmate. After all, he can't risk losing his own immortality.

Feria, the Shadow Angel		Level 21 Controller
Medium immortal humanoid, deva		XP 3,200
HP 196; Bloodied 98		Initiative +16
AC 35, Fortitude 31, Reflex 33, Will 35		Perception +19
Speed 6, fly 8 (clumsy)		Low-light vision
Resist 10 necrotic, 10 radiant		
TRAITS		
Deva's Fall		
While Feria is bloodied, she loses her resistance to radiant damage.		
STANDARD ACTIONS		
④ Astral Staff (necrotic, radiant, weapon) ♦ At-Will		
Attack: Melee 1 (one creature); +26 vs. AC		
Hit: 3d8 + 6 radiant damage, or 3d8 + 16 radiant and necrotic damage while Feria is bloodied. In addition, Feria pushes the target up to 2 squares.		
⑤ Bolt of Light (necrotic, radiant) ♦ At-Will		
Attack: Ranged 20 (one creature); +24 vs. Reflex		
Hit: 3d8 + 10 radiant damage, or 3d8 + 20 necrotic and radiant damage while Feria is bloodied. In addition, the target is slowed until the end of Feria's next turn. If the target was already slowed, it is instead immobilized until the end of Feria's next turn.		
↖ Astral Hurricane (necrotic, radiant) ♦ Recharge ☵ ☵		
Attack: Close blast 5 (enemies in the blast); +24 vs. Fortitude		
Hit: 2d10 + 10 radiant damage, or 2d10 + 20 necrotic and radiant damage while Feria is bloodied. In addition, Feria slides the target up to 3 squares and knocks it prone.		
Miss: Half damage, and Feria slides the target up to 2 squares.		
MINOR ACTIONS		
Shadow Wings (illusion, zone) ♦ At-Will (1/round)		
Effect: Area burst 1 within 10. The burst creates a zone that lasts until the end of the encounter or until Feria uses this power again. Enemies in the zone cannot see outside the zone, and enemies outside the zone cannot see into it.		
TRIGGERED ACTIONS		
↖ Swallowed in Darkness (necrotic, radiant) ♦ Encounter		
Trigger: Feria drops to 0 hit points.		
Attack (No Action): Close burst 3 (enemies in the burst); +24 vs. Reflex		
Hit: 4d10 + 10 necrotic and radiant damage, and the target is dazed until the end of its next turn.		
Effect: Feria is destroyed, and each creature in the burst is pulled up to 3 squares toward the square Feria occupied when she was destroyed.		
Skills Arcana +22, Insight +24, Religion +22		
Str 18 (+14)	Dex 23 (+16)	Wis 28 (+19)
Con 20 (+15)	Int 25 (+17)	Cha 24 (+17)
Alignment unaligned Languages Common, Supernal		
Equipment cloth armor, staff, robes		

Glurinda

In her youth, Glurinda was a lowly bog hag that lurked in the Skins, waylaying travelers whenever she had the chance. A cruel and cunning creature even then, she knew she was destined for a better existence.

Her elevation came during the Sever, the cataclysmic day when an uprising against Rolan unleashed chaos on the city. As rioters tore through the streets, hired guards who normally watched the city's gates were busy protecting the nobles' estates and interests; the Deathless Watch had retreated to Prince Rolan's tower; and confusion reigned everywhere else. During that vulnerable time, Glurinda slipped into the city and vanished down one of its many narrow streets.

Now Glurinda, reveling in the knowledge that she's the only hag to ever call Gloomwrought home, lives at ease in the Ghost Quarter. Its slums' proliferation of poor and desperate residents provides her with a bounty of creatures to manipulate and bully.

On occasion, though, Glurinda finds her everyday ghetto mischief unsatisfying. To shake the sudden funk, the street hag seeks out adventurers visiting the city. Disguised as a young shadowborn, she tearfully begs the heroes for help, sending them off to violently confront a random target.



Even in the City of Midnight, where outrageous architectural manipulation is not big news, Glurinda's cottage is considered unusual. The resourceful street hag has somehow managed to harness Gloomwrought's mutability to serve her own ends. Resting atop a nest of wooden pilings, the cottage skitters across the rooftops of the Ghost Quarter like some ungainly masonry spider. When Glurinda feels particularly savage, she sends her cottage to pounce on urchins slogging through the filthy streets. After slamming its victim into the muck, the cottage leaps atop the nearest building to await Glurinda's further direction.

Locals who have witnessed these horrible lunges swear they've seen a chained Keeper through the cottage's windows. If that claim is true, it would begin to explain how the hag manages to manipulate the city.

Glurinda, Street Hag		Level 13 Controller
Medium shadow humanoid (shapechanger)		XP 800
HP 128; Bloodied 64		Initiative +10
AC 27, Fortitude 26, Reflex 24, Will 25		Perception +11
Speed 6 (earth walk), climb 6 (spider climb)		Low-light vision
TRAITS		
☼ Hypnotic Presence ◆ Aura 3		
Any enemy cursed by Glurinda that ends its turn in the aura is dazed until the end of its next turn.		
STANDARD ACTIONS		
① Claw ◆ At-Will		
Attack: Melee 1 (one creature); +18 vs. AC		
Hit: 3d10 + 4 damage.		
③ Cobblestone Capture (psychic) ◆ At-Will		
Attack: Ranged 5 (one creature); +16 vs. Reflex		
Hit: 2d8 + 7 damage, and the target is immobilized until the end of Glurinda's next turn. If the target is cursed, the attack deals 1d10 extra psychic damage.		
✂ Enter My Domain (psychic) ◆ Recharge when first bloodied		
Attack: Ranged 5 (one creature); +16 vs. Will		
Hit: 4d8 + 7 damage, and Glurinda pulls the target up to 5 squares. If the target is dazed, it instead becomes stunned until the end of its next turn.		
MOVE ACTIONS		
Skitter Step ◆ Encounter		
Effect: Glurinda shifts up to her speed + 2.		
MINOR ACTIONS		
Cackler's Curse ◆ At-Will (1/round)		
Effect: Close burst 10 (one creature in the burst). The target is cursed (save ends).		
Change Shape (polymorph) ◆ At-Will		
Effect: Glurinda alters her physical form to appear as a Medium young female shadowborn elf or human until she uses <i>change shape</i> again or until she drops to 0 hit points. To assume a specific individual's form, Glurinda must have seen that individual. Other creatures can make a DC 34 Insight check to discern that the form is a disguise.		
Str 23 (+12)	Dex 19 (+10)	Wis 20 (+11)
Con 16 (+9)	Int 13 (+7)	Cha 13 (+7)
Alignment evil		Languages Common, Elven

Golthor

Atop the walls surrounding the Plaza of Gargoyles, one huge stone figure stands out against all the others. Golthor, leader of the gargoyle tribe that patrols the market district, is a landmark in his own right.

Golthor and his kin were part of Prince Rolan's original play for power in Gloomwrought. Rolan summoned them from the Elemental Chaos to seize and hold the City Market. The gargoyles efficiently drove Rolan's rivals from the district, an effort that gave the soon-to-be prince control of what goods came into the city.

Once he claimed Gloomwrought's throne, Rolan struck a deal with Golthor for the gargoyles to stay on as guardians of the Plaza until his power was secured. Golthor learned soon afterward, to his dismay, that humans and their ilk do not accept defeat easily. The noble houses and other factions in the city continually plot against the prince; therefore, Rolan's rulership has never been fully secured, and Golthor and his tribe remain locked into their agreement with the prince.

Whatever trinket enticed Golthor to accept the offer is long lost now, and the chieftain chafes mightily under the duty and the deception. The gargoyles continue to grudgingly hold up their end of the bargain. They suppress open conflict in the Plaza of Gargoyles, but they do so without regard to whoever instigated a fight. Golthor does not take part in the work of the tribe. Instead, he remains perched at the north end of the plaza, taking in everything that transpires under his gaze.

ROLEPLAYING GOLTHOR

Finding a way to speak with Golthor is no easy task. After having been tricked by Rolan into serving him, the chieftain mistrusts everyone outside his tribe. However, he vigilantly watches the plaza, and if adventurers conduct themselves honorably within his sight, he takes notice. The gargoyle leader might descend from his perch to speak with the heroes unprompted, especially if Golthor suspects they might be able to help free the tribe from its contractual obligation. On the flip side, if someone behaves in a particularly treacherous or deceptive way, the gargoyle chief might drop in to deliver a warning, or a casual yet thorough thumping.

Golthor is forthright and decides quickly whether a person is worth his time. If he is questioned by a character he reacts favorably to, he readily tells that person what he knows about the queried topic, although the gargoyle is incapable of conveying nuance and detail in conversation.

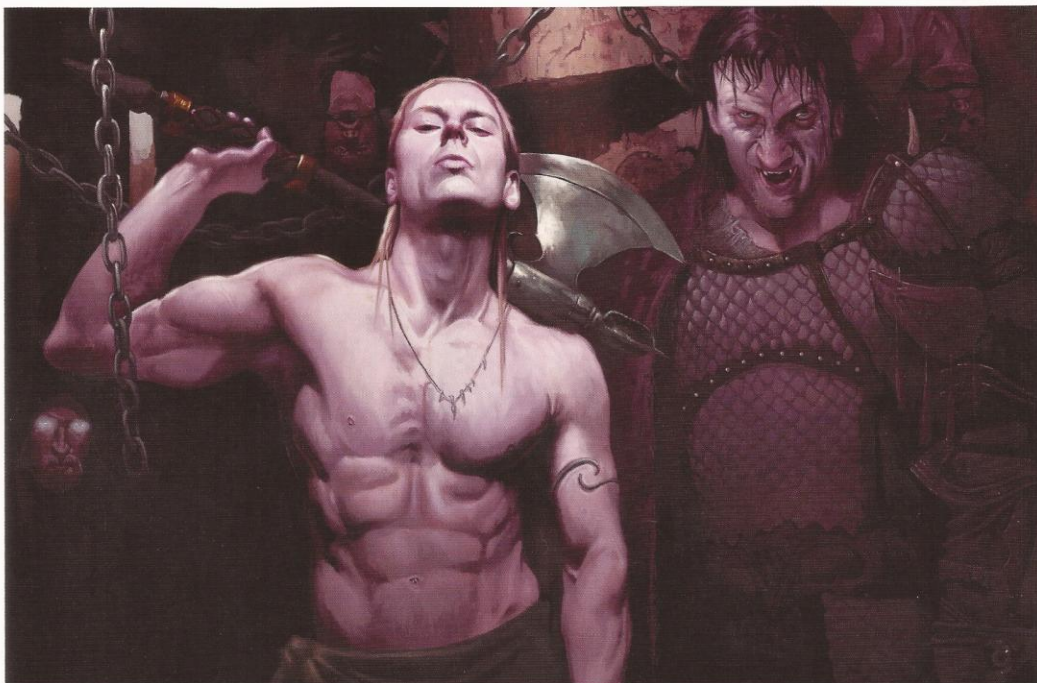
Golthor is a proud creature, and although he might speak at length about his bargain and Rolan's dishonest dealings, he won't specifically ask for help. Nonetheless, he would welcome the chance to free himself and his kin.

RALPH BEISNER



POWER PLAYERS IN GLOOMWROUGHT

Golthor, Gargoyle Chieftain		Level 12 Brute (Leader)
Large elemental humanoid (earth)		XP 700
HP 118; Bloodied 59		Initiative +10
AC 24, Fortitude 26, Reflex 23, Will 23		Perception +15
Speed 6, fly 8		Darkvision
TRAITS		
Stone-Rending Claws		
Golthor's attacks ignore all resistances.		
STANDARD ACTIONS		
⚔ Claw ♦ At-Will		
Attack: Melee 2 (one creature); +17 vs. AC		
Hit: 4d6 + 11 damage.		
⚔ Into the Fray ♦ At-Will		
Attack: Melee 2 (one creature); +17 vs. AC		
Hit: 2d6 + 5 damage, and Golthor pushes the target up to 3 squares. If the target ends this push adjacent to any of Golthor's allies, one of them can make a melee basic attack against the target as an immediate reaction.		
⚔ Wing Buffet ♦ Encounter		
Attack: Close burst 1 (enemies in the burst); +15 vs. Fortitude		
Hit: 5d6 + 11 damage.		
Miss: Half damage.		
Effect: Golthor can push the target 1 square.		
MINOR ACTIONS		
Stone Armor ♦ Recharge when first bloodied		
Effect: Close burst 1 (allies in the burst). Golthor and each target gain 10 temporary hit points, and Golthor gains a +4 power bonus to AC until the end of his next turn.		
Skills Stealth +15		
Str 22 (+12)	Dex 18 (+10)	Wis 19 (+10)
Con 18 (+10)	Int 8 (+5)	Cha 15 (+8)
Alignment unaligned		Languages Common, Primordial



Grigori and Nikolai

A typical vampire in Gloomwrought avoids seeking close allies or joining factions. Instead, it wields its individual influence and supernatural might in the never-ending power struggles of the city. The vampires of the Charnel Fangs, though, congregate to form a force on par with that of even the strongest noble house.

Although most creatures living in the Shadowfell feel drained by the depressing weight of the plane, the vampires of the Charnel Fangs find their primal urges accentuated. Acutely attuned to their bestial nature, the vampires grow fiercer and stronger than they could outside the city. They have a mindset somewhere between the evil cunning of a vampire and the mindless hunger of a vampire spawn.

A group of Charnel Fangs exhibits a pack mentality. Any attack made on one of the brothers sends the entire throng into a wild frenzy, which ends only after they tear every enemy to shreds.

Two brothers—enemies in life, now inseparable in death—lead the Charnel Fangs. The elder, Grigori, is a cruel, greedy, lascivious monster seeking only to fill his pockets with gold and his belly with blood. His younger brother, Nikolai, follows him with unwavering loyalty—a soldier living to serve his brother's whims. Nikolai relies on speed, deflecting blows with a gruesome axe—the very weapon he used to kill his brother. Grigori, on the other hand, prefers to tear enemies apart with his claws while relying on heavy armaments that once belonged to his father.

When the vampires leave the Graveyard, either Grigori or Nikolai leads the pack. The brothers do their best to keep their underlings from totally losing control. The brothers have far greater self-restraint than their servants when they're giving commands, but even they sometimes fall victim to their monstrous desires. When one brother goes into battle, the other waits in the Slaughterhouse, the mausoleum they share in the Graveyard.

Though the Charnel Fangs hunt and murder publicly, they don't suffer any consequences. Fortunately for the vampires, life in Gloomwrought is cheap. The Deathless Watch (page 94) regards the victims of the Charnel Fangs' frenzies as "assisted suicides." In fact, in order to keep the wealthy and influential safe, the Watch turns a blind eye as long as the vampires attack the poor, ordinary people. Members of Midnight's Own (page 108) suspect this fact, and their anger drives them to fight against the authorities even more determinedly.

The Charnel Fangs sleep and plan in the Graveyard. In this overfull cemetery, their graves fill up with coffins—some packed four deep. The brothers took over a mausoleum, tossing the original residents' bodies outside unceremoniously. Within this crypt, the brothers make their plans. They set aside a large chamber to hold captives, allowing their lackeys to feed and torture without fear of reprisal. A captured townsman can survive for weeks if the vampires particularly enjoy the taste of the victim's blood or the sound of its screams.

JOHN STANKO

History of the Brothers

In the mortal world, the brothers Grigori and Nikolai were bitter rivals, fighting over the scraps of their dying father's kingdom. They led armies against each other in battle after battle, until one day they met on a bloody field of corpses. The two duelled for hours, until Nikolai hefted their father's axe and chopped open Grigori's throat.

For a time, Nikolai enjoyed the fruits of his victory. Though he commanded a vast and wealthy kingdom, every night he dreamed guiltily of killing his brother. Slowly, over months, Nikolai began to go mad. Eventually, consumed by guilt and driven past the brink of sanity, Nikolai took drastic action. He vowed to bring his brother back—no matter the cost.

Nikolai traveled the world, searching for anything that could undo what he had done. Eventually, he discovered a grim ritual that could bring his brother back to life. Taking up the corpse, Nikolai voyaged to the Shadowfell, where he ritually raised Grigori as a vampire. The moment Grigori awoke, he tore his fangs into Nikolai's throat, turning his younger brother into an undead creature like himself.

After that day, cursed to undeath together, the brothers began to prey on travelers. Once they had amassed several dozen blood kin, they moved into the slums of Gloomwrought, preying on the poor living there.

Nikolai, Charnel Brother		Level 15 Soldier
Medium shadow humanoid (shapechanger, undead)		XP 1,200
HP 146; Bloodied 73		Initiative +14
AC 31, Fortitude 29, Reflex 27, Will 25		Perception +8
Speed 7, climb 5 (spider climb)		Darkvision
Vulnerable 5 radiant		
TRAITS		
Burned by Sunlight (radiant)		
Whenever Nikolai starts his turn in direct sunlight, he takes 10 radiant damage.		
STANDARD ACTIONS		
⚔ Kinslayer Axe (weapon) ♦ At-Will		
Attack: Melee 1 (one creature); +18 vs. AC		
Hit: 2d12 + 10 damage.		
Effect: The target is marked until the end of Nikolai's next turn.		
⚔ Kinslayer's Carnage (weapon) ♦ Recharge when first bloodied		
Attack: Close burst 1 (enemies in the burst); +18 vs. AC		
Hit: 3d12 + 6 damage, and the target is marked (save ends).		
Miss: Half damage, and the target is marked until the end of Nikolai's next turn.		
MOVE ACTIONS		
☄ Swarm of Bats (polymorph) ♦ Recharge when Nikolai uses vampiric mark		
Effect: Nikolai becomes a swarm of bats and flies up to his speed. During this movement he is insubstantial. At the end of the movement, each enemy adjacent to him is marked until the end of Nikolai's next turn.		
TRIGGERED ACTIONS		
☄ Vampiric Mark (necrotic) ♦ At-Will		
Trigger: An enemy within 5 squares of Nikolai and marked by him makes an attack that doesn't include him as a target.		
Effect (Immediate Reaction): Close burst 5 (triggering enemy in the burst). The target takes 15 necrotic damage.		
Str 24 (+14)	Dex 21 (+12)	Wis 13 (+8)
Con 18 (+11)	Int 10 (+7)	Cha 17 (+10)
Alignment evil		Languages Common
Equipment greataxe		

Grigori, Charnel Brother		Level 15 Elite Controller
Medium shadow humanoid (shapechanger, undead)		XP 2,400
HP 298; Bloodied 149		Initiative +10
AC 29, Fortitude 27, Reflex 25, Will 29		Perception +7
Speed 7, climb 5 (spider climb)		Darkvision
Vulnerable 5 radiant		
TRAITS		
Burned by Sunlight (radiant)		
Whenever Grigori starts his turn in direct sunlight, he takes 10 radiant damage.		
STANDARD ACTIONS		
⚔ Claws ♦ At-Will		
Requirement: Grigori must be in his normal form.		
Attack: Melee 1 (one creature); +20 vs. AC		
Hit: 3d8 + 8 damage.		
Effect: Grigori can grab the target (escape DC 22) if he has fewer two creatures grabbed.		
☄ Feral Claws ♦ At-Will		
Effect: Grigori uses claws twice.		
☄ Gnashing Swarm ♦ At-Will		
Requirement: Grigori must be in his swarm of rats form.		
Attack: Melee 0 (enemies occupying Grigori's space); +18 vs. Reflex		
Hit: 3d8 + 10 damage.		
MINOR ACTIONS		
☄ Swarm of Rats (polymorph) ♦ Recharge when Grigori hits with claws		
Effect: Grigori releases any creature he's grabbing and becomes a Huge swarm of rats. He remains in this form until the start of his next turn, at which point he reappears in one of the squares within the swarm's space. While in his swarm of rats form, Grigori gains the following benefits.		
♦ He can occupy the same space as another creature, and enemies can enter his space, which is difficult terrain.		
♦ Any enemy that ends its turn in Grigori's space falls prone.		
♦ He cannot move or be pushed, pulled, or slid.		
♦ He takes half damage from melee and ranged attacks, and gains vulnerable 10 to close and area attacks.		
☄ Feral Gaze (charm) ♦ At-Will		
Requirement: Grigori must be in his normal form.		
Attack: Ranged 5 (one creature); +18 vs. Will.		
Hit: Grigori pulls the target up to 4 squares.		
TRIGGERED ACTIONS		
☄ Cloying Rats ♦ At-Will		
Trigger: An enemy leaves a square in Grigori's space while Grigori is in his swarm of rats form.		
Attack (Opportunity Action): Melee 0 (triggering enemy); +18 vs. Reflex		
Hit: 10 damage, and the target is slowed (save ends).		
Str 16 (+10)	Dex 17 (+10)	Wis 11 (+7)
Con 21 (+12)	Int 13 (+8)	Cha 24 (+14)
Alignment evil		Languages Common
Equipment scale armor		

How Powerful Are the Charnel Fangs?

The Charnel Fangs don't have much political power; they're essentially glorified thugs. Grigori has made his ambition clear, though. He intends to make the group a power player in Gloomwrought. Grigori relies on his brother's political acumen to help negotiate the web of conflicting forces in the city. The brothers have managed to keep the Deathless Watch out of their affairs through a combination of bribes and intimidation, as well as complacency on the part of the Watch. As long as the Charnel Fangs don't interfere with the guards, the Watch is content to let the vampires go about their business.

The nobles and merchants view the Charnel Fangs as raw power that could be valuable if tempered and used as a weapon. Although the more powerful houses such as Harskel and Carradh are uninterested in working with brutes like the Charnel Fangs, smaller houses see the group as a means to an end. House Treyvan

has begun exploring a relationship with the Charnel Fangs that could be mutually beneficial. Treyvan provides information to Grigori and Nikolai about the whereabouts of valuable goods being imported by rival houses. The vampires take advantage of this knowledge to eliminate Treyvan's foes, gaining both wealth and a meal out of the arrangement.

The most dangerous aspect of the Charnel Fangs is its penchant for spreading vampirism among the populace of Gloomwrought. Grigori eagerly uses the same ritual that created him to make more vampires. Although these vampires don't rival him in strength, they share his bestial nature. Whenever the brothers and their pack go hunting, Nikolai and Grigori select a few choice victims to convert, causing their ranks to continue swelling.

Two factors help to keep the group's numbers in check. The first is the Hooded Lantern. This group of Pelor worshipers has specifically targeted the Charnel Fangs for eradication, though they currently lack the strength to launch a full assault on the Graveyard. For every vampire the Hooded Lantern eliminates, though, another one seems to rise up. The other limitation is the cost of the transformation ritual. However, if Treyvan continues helping the Charnel Fangs to amass wealth, then that constraint might become irrelevant, at which point the Charnel Fangs could become a truly fearsome force in Gloomwrought.

Shadow Stalker Vampire	Level 13 Lurker
Medium shadow humanoid (undead)	XP 800
HP 97; Bloodied 48	Initiative +17
AC 27, Fortitude 23, Reflex 27, Will 25	Perception +5
Speed 6, climb 4 (spider climb)	Darkvision
Vulnerable 5 radiant	
TRAITS	
Burned by Sunlight (radiant)	
Whenever the vampire starts its turn in direct sunlight, it takes 10 radiant damage.	
STANDARD ACTIONS	
⚔ Claws ♦ At-Will	
Attack: Melee 1 (one creature); +18 vs. AC	
Hit: 3d8 + 7 damage.	
† Shadow Form (healing) ♦ At-Will	
Effect: The vampire enters shadow form until the start of its next turn. While in this form, it is insubstantial and phasing, cannot attack, and does not provoke opportunity attacks.	
† Clutch of Death ♦ Recharge when the vampire uses <i>shadow form</i>	
Attack: Melee 1 (one creature); +18 vs. Reflex	
Hit: 5d8 + 10 damage, and the vampire grabs the target (escape DC 20). At the end of the target's next turn, if it is still grabbed by the vampire, it is weakened (save ends).	
Miss: Half damage.	
TRIGGERED ACTIONS	
◀ Shadow Cabal (illusion, teleportation) ♦ Encounter	
Trigger: The vampire is first bloodied.	
Effect (Free Action): Close burst 5. The vampire creates four shadow duplicates, each in an unoccupied square in the burst. Each duplicate occupies its square. Until no duplicates remain, whenever a melee attack or a ranged attack hits the vampire, it can teleport as an immediate interrupt, swapping places with a duplicate it can see. The duplicates last until the end of the encounter or until destroyed. They can be attacked, have 1 hit point, and use the vampire's defenses. When a duplicate is destroyed, the vampire takes 5 damage.	
Skills Stealth +18	
Str 16 (+9)	Dex 24 (+13) Wis 8 (+5)
Con 13 (+7)	Int 12 (+7) Cha 20 (+11)
Alignment chaotic evil	Languages Common

Feral Vampire	Level 14 Brute
Medium shadow humanoid (undead)	XP 1,000
HP 173; Bloodied 86	Initiative +11
AC 26, Fortitude 28, Reflex 26, Will 24	Perception +9
Speed 7, climb 4 (spider climb)	Darkvision
Vulnerable 5 radiant	
TRAITS	
Burned by Sunlight (radiant)	
Whenever the vampire starts its turn in direct sunlight, it takes 10 radiant damage.	
STANDARD ACTIONS	
⚔ Claw ♦ At-Will	
Attack: Melee 1 (one creature); +19 vs. AC	
Hit: 2d8 + 8 damage.	
† Feral Frenzy ♦ At-Will	
Effect: The feral vampire uses <i>claw</i> twice but must target a bloodied creature with each attack.	
MINOR ACTIONS	
† Ripping Fangs ♦ At-Will (1/round)	
Attack: Melee 1 (one creature); +17 vs. Fortitude	
Hit: The target takes ongoing 10 damage (save ends).	
TRIGGERED ACTIONS	
† Feral Pounce ♦ Encounter	
Trigger: An enemy bloodies the vampire.	
Effect (Free Action): The vampire jumps up to its speed + 4 to a square adjacent to the triggering enemy. This movement does not provoke opportunity attacks. The triggering enemy falls prone, and the vampire uses <i>claw</i> against it.	
Str 20 (+12)	Dex 18 (+11) Wis 15 (+9)
Con 23 (+13)	Int 11 (+7) Cha 9 (+6)
Alignment evil	Languages Common

Olisk Carradh

The ancient and powerful house of one of Gloomwrought's oldest families has many secrets. However, few among them are as closely guarded—or as potentially devastating—as the true identity of its patriarch. Even most family members don't know that the human Lord Olisk died decades ago. The rakshasa Sazha snapped his neck, donned his visage, and took his place at the head of House Carradh.

In his guise as Lord Olisk, Sazha vacillates between plotting the conquest and the ruination of Gloomwrought, depending on his rather chaotic moods. Over the years, Sazha has replaced six other household members with rakshasas.

Sazha, Level 19 Elite Skirmisher (Leader)

Fraud of House Carradh

Medium natural humanoid, rakshasa XP 4,800
 HP 356; Bloodied 178 Initiative +17
 AC 33, Fortitude 29, Reflex 31, Will 33 Perception +13
 Speed 6 Low-light vision
 Saving Throws +2; Action Points 1

TRAITS

Perfect Duelist

Sazha gains a +4 power bonus to AC and Reflex against attacks triggered by his movement.

STANDARD ACTIONS

⚔ Rapier (weapon) ♦ At-Will

Attack: Melee 1 (one creature); +24 vs. AC
 Hit: 3d8 + 10 damage, or 3d8 + 20 against a prone target.

✎ Backhand ♦ At-Will

Attack: Melee 1 (one creature); +22 vs. Reflex
 Hit: 4d6 + 10 damage. If the attack roll was even, the target falls prone. If the attack roll was odd, the target grants combat advantage (save ends).

✎ Fist and Pommel ♦ At-Will

Effect: Sazha uses *backhand* and then *rapier*. He can shift up to 2 squares before, in between, and after the attacks.

✎ Quick Temper ♦ Recharge when an enemy Sazha can see spends an action point

Effect: Sazha shifts up to his speed and uses *backhand* twice. If both attacks hit the same target, the target is dazed (save ends).

MINOR ACTIONS

Deceptive Veil (illusion) ♦ At-Will

Effect: Sazha disguises himself to appear as a Medium humanoid until he uses *deceptive veil* again or until he drops to 0 hit points. Other creatures can make a DC 38 Insight check to discern that the form is an illusion.

✎ Cloying Words (charm) ♦ Recharge if the power misses

Attack: Ranged 5 (one creature); +22 vs. Will
 Hit: The target is dominated (save ends).

TRIGGERED ACTIONS

Cunning Strategist ♦ Recharge when first bloodied

Trigger: An ally within 5 squares of Sazha misses with an attack roll.

Effect (Immediate Interrupt): Close burst 5 (triggering ally in the burst). The target can reroll the triggering attack roll.

Skills Acrobatics +20, Bluff +21, Diplomacy +21, Insight +18

Str 20 (+14) Dex 22 (+15) Wis 19 (+13)

Con 18 (+13) Int 19 (+13) Cha 24 (+16)

Alignment evil Languages Common

Equipment rapier, noble finery

Sazha is fiercely protective of House Carradh. As his power base, its strength is essential. While he appreciates a good kill, the rakshasa takes pains to ensure that a missing person isn't linked to Carradh. If a member of his household becomes suspicious of Sazha or someone in his inner circle, the rakshasa schemes to shift the suspicion to an enemy. If that ploy is unsuccessful, Sazha arranges for that scion to die in an unfortunate accident. (A direct battle against Sazha should take place only at the end of a long adventure filled with intrigues and twists.)

One of Sazha's most sinister plans is centered on the deva Feria, the consort of Prince Rolan. Sazha is obsessed with the deva Feria and aches to have her for his own. He has quietly spread a rumor that her soulmate, Ashe, is bound for Gloomwrought to rejoin his lost love. Sazha intends to present himself as Ashe, reborn from a fallen deva into a rakshasa. By this artifice, he plans to push Feria over the brink and bring about her reincarnation as a rakshasa. Sazha's plot could be purely a deception, or maybe he truly is the lost Ashe reborn, acting on a lingering love twisted in evil.





Prince Rolan

Prince Rolan, Gloomwrought's ruler, is a superlative example of how the Shadowfell's ever-present gloom affects living creatures. He projects lassitude while sitting in court, a catatonic indifference while watching his guards fight, and an aura of mental absence while contemplating the night sky.

For Rolan, however, the gloom's effect is a ruse. He is a masterful actor in a careful performance that lulls his foes into a false sense of superiority.

The prince is actually an accomplished warrior and a masterful politician. He pays strict attention to detail and nuance, his keen mind linking people with plots while cataloguing connections that go back decades. He never forgets an insult, delights in subtle revenge, and strikes with a snake's speed when roused to action.

Gloomwrought's prince uses his mask of apathy to shroud the fiery, passionate joy he takes in living. It's no secret that the human prince has ruled the City of Midnight for three hundred years, all the while appearing to be about the age of fifty. The mystery of this longevity is, in fact, a subject of wild speculation all over the city.

In truth, Rolan has dozens of sources of immortality, ranging from fountains of youth to necromantic rituals. His most recent (and dependable) source of rejuvenation is his consort, Feria, an immortal deva, from whom he siphons life energy. The prince fastidiously guards this knowledge, and any investigations into his long-lasting good health that he hears about are abruptly terminated.

Rolan is a well-known romantic, although he never lets his appetites interfere with or influence his rule. He has courted dozens of powerful females over the course of his long reign, including Feywild eladrin lords and Nine Hells devil princesses.

Prince Rolan		Level 21 Elite Soldier (Leader)
Medium shadow humanoid, human		XP 6,400
HP 270; Bloodied 135		Initiative +18
AC 37, Fortitude 33, Reflex 31, Will 34		Perception +21
Speed 6		Darkvision
Resist 15 necrotic		
Saving Throws +2; Action Points 1		
STANDARD ACTIONS		
⚔ Swift Blade (weapon) ♦ At-Will		
Attack: Melee 1 (one creature); +26 vs. AC		
Hit: 3d12 + 10 damage, and the target is marked until the end of Rolan's next turn.		
⚔ Duelist's Flurry (weapon) ♦ At-Will		
Attack: Close burst 1 (enemies in the burst); +26 vs. AC		
Hit: 3d12 + 10 damage, and the target is marked (save ends).		
Miss: The target is marked until the end of Rolan's next turn.		
MINOR ACTIONS		
⚔ Inspire Recklessness ♦ Recharge when Rolan uses <i>life siphon</i>		
Effect: Ranged 5 (one ally). The target takes 15 damage and charges or makes a melee basic attack as a free action. The target's attack deals 10 extra damage.		
TRIGGERED ACTIONS		
⚔ Life Siphon (necrotic) ♦ At-Will		
Trigger: An enemy within 10 squares of Rolan and marked by him makes an attack that doesn't include him as a target.		
Effect (Immediate Reaction): Close burst 10 (the triggering enemy in the burst). The target takes 30 necrotic damage, and Rolan gains 30 temporary hit points.		
⚔ Unnatural Life (healing) ♦ Encounter		
Trigger: Rolan drops to 0 hit points.		
Effect (No Action): Rolan does not die. Instead, he falls unconscious until the start of his next turn, when he gains 135 hit points. When he gains these hit points, all effects on him end, he becomes insubstantial until the end of his next turn, and he can teleport up to 6 squares as a move action until the end of the encounter.		
Skills Bluff +24, Diplomacy +24, Insight +21, Intimidate +24		
Str 24 (+17)	Dex 23 (+16)	Wis 23 (+16)
Con 26 (+18)	Int 23 (+16)	Cha 29 (+19)
Alignment evil		Languages Common, Supernal
Equipment rapier		

Veleris a'Lindesta

Before the Sever sliced the Shattered Isles from the mainland, institutions of learning and knowledge blanketed the locale now known as the Isle of Lost Thoughts. In those days, Veleris a'Lindesta was the Hall of Sages' head librarian. When the Sever was unleashed, the shadowborn eladrin wizard fled the Shattered Isles, leaving behind his life's work.

Veleris now makes his home in a small eladrin community in the Temple District. He spends his days scrounging for arcane articles as he attempts to rebuild the hall's glory in his own quarters.

Veleris lives in a well-appointed house balanced atop a four-story tower. This isolation suits him, since the Shadowfell's oppression has exacerbated his depression and reclusiveness. Veleris descends from his home infrequently, instead counting on a few trusted contacts in the city conservatory to inform him when a new treasure surfaces.

Veleris a'Lindesta, Level 9 Elite Controller

Sage of History
Medium shadow humanoid, eladrin XP 800
HP 184; Bloodied 92 Initiative +6
AC 23, Fortitude 19, Reflex 23, Will 21 Perception +7
Speed 6 Low-light vision
Saving Throws +2; Action Points 1

TRAITS

Double Actions

Veleris makes two initiative checks and takes a full turn on each initiative result. Veleris can take two immediate actions per round but only one between one turn and the next.

Dual Brain

At the end of each of his turns, Veleris automatically ends any dazing, stunning, or charm effect on himself.

Warped Body and Mind (necrotic, psychic)

Whenever an attack hits Veleris's Fortitude, the attacker takes 2d10 necrotic damage. Whenever an attack hits Veleris's Will, the attacker takes 2d10 psychic damage.

STANDARD ACTIONS

⚔ Longsword (weapon) ♦ At-Will

Attack: Melee 1 (one creature); +14 vs. AC
Hit: 1d8 + 9 damage.

⚡ Dark Ravings (fear, necrotic) ♦ Recharge when Veleris uses steal knowledge

Attack: Close blast 5 (enemies in the blast); +12 vs. Fortitude
Hit: 3d12 necrotic damage.
Effect: Veleris pushes the target up to 3 squares.

✳ Steal Knowledge (implement, psychic) ♦ Recharge when Veleris uses dark ravings

Attack: Area burst 1 within 10 (enemies in the burst); +12 vs. Will
Hit: 1d8 + 7 psychic damage, and the target can't use encounter powers until the end of its next turn.
Miss: Half damage.

MOVE ACTIONS

⚡ Corrupted Step (necrotic, psychic, teleportation) ♦ Encounter

Effect: Veleris teleports up to 5 squares. Each enemy adjacent to the square he left takes ongoing 10 necrotic and psychic damage (save ends).

Skills Arcana +14, History +14, Religion +14

Str 10 (+4) Dex 14 (+6) Wis 17 (+7)

Con 12 (+5) Int 20 (+9) Cha 13 (+5)

Alignment unaligned and evil Languages Common, Draconic, Elven

Equipment cloth armor, longsword, orb



Adventurers looking for a certain piece of lore might seek out Veleris, but he is more likely to initiate contact. He sees adventurers solely as a means for gaining more artifacts.

ROLEPLAYING VELERIS

An awkward and off-putting hermit, Veleris alienates himself from others with his obsessive hoarding of knowledge. He will say anything to convince the adventurers to bring Isle of Lost Thoughts relics and information to him.

If the heroes spend time around Veleris, they likely notice that the sage is highly paranoid and clearly crazy. Although the Shadowfell has been particularly detrimental to the wizard, the primary cause of his derangement is far more sinister. Veleris is a thrall to Vecna, who uses the wizard and his connections to ferret out Gloomwrought's secrets.

In hidden chambers below his home, Veleris houses dozens of kidnapped scholars. Using Vecna's techniques, Veleris has brainwashed them, effectively eliminating their personalities. Now the scholars serve as walking repositories of knowledge. If anyone discovers his secret, Veleris and a few golem guards he created attack.

The Widow of the Walk

Long ago, the matriarch of a powerful mercantile family (and the mother whose spirit would become the Widow of the Walk) allied with a coalition of nobles that sought to overthrow Prince Rolan. History relates that this coup was an outright disaster. Most of the would-be usurpers died confronting the prince, and hundreds more fell during the Sever. The Widow's children—all highly skilled combatants—were among the first wave that attacked the prince's palace, and Rolan and his guards killed them all.

The mother's spirit lurks at Widow's Walk, the bridge that connects Cauldron Isle and Briarborne Isle. The Widow has never been seen apart from the bridge she haunts. She stalks the expanse at night, staring out toward the city she once inhabited and where her children lost their lives. The people of Gloomwrought take great pains to avoid Widow's Walk between dusk, when she appears, and dawn, when she vanishes, for when someone sets foot on the bridge in her presence, she lashes out angrily.

The Widow of the Walk is an invaluable source of information for anyone who wants to know about the city's tumultuous and complicated past. She knows which houses were involved in the rebellion and has details about how the Sever occurred.



CHAPTER 4 | Dark Threats

Widow of the Walk		Level 18 Solo Controller
Medium shadow humanoid (undead)		XP 10,000
HP 656; Bloodied 328		Initiative +11
AC 32, Fortitude 28, Reflex 31, Will 32		Perception +12
Speed 6, fly (altitude limit 1); phasing		Darkvision
Immune charm effects, sleep effects, stunning effects		
Saving Throws +5; Action Points 1		
TRAITS		
Ghostly Grace		
The Widow is insubstantial while moving.		
MINOR ACTIONS		
Summoned Home (charm, psychic) ♦ At-Will		
<i>Effect:</i> Ranged sight (one creature). If the target doesn't end its next turn within 5 squares of the Widow, the target takes 25 psychic damage.		
<i>Special:</i> Using this power does not provoke opportunity attacks.		
TRIGGERED ACTIONS		
⚡ Obey Your Mother ♦ At-Will		
<i>Trigger:</i> An enemy that is not currently dominated ends its turn within 5 squares of the widow.		
<i>Effect (Free Action):</i> Close burst 5 (triggering enemy in the burst). The target is dominated and takes an extra turn. The widow chooses one of the following benefits for the target to gain during the extra turn. At the end of the extra turn, the target is no longer dominated.		
1. <i>Alain's Aggression:</i> The target deals 5 extra damage on charge attacks.		
2. <i>Brandis's Battle Cry:</i> The target gains a +2 power bonus to attack rolls.		
3. <i>Cassi's Clout:</i> Any creature the target hits is knocked prone.		
4. <i>Pieter's Poison:</i> Any creature the target hits is slowed (save ends).		
5. <i>Staci's Spellcraft:</i> The target slides any creature it hits up to 2 squares. The widow chooses where the creatures slide to.		
Favored Child ♦ At-Will		
<i>Trigger:</i> An enemy the widow can see hits while that enemy is dominated.		
<i>Effect (Immediate Reaction):</i> Ranged sight (triggering enemy). The target gains 5 temporary hit points and deals 10 extra damage with the attack.		
<i>Special:</i> Using this power does not provoke opportunity attacks.		
Str 16 (+12)	Dex 14 (+11)	Wis 17 (+12)
Con 12 (+10)	Int 22 (+15)	Cha 25 (+16)
Alignment unaligned		Languages Common

The Widow's Children

The Widow had five children, each of whom received a special item when he or she came of age. The items were magical, and they reflected the interests and passions of each child. During the Sever, when the Widow's children fought against Prince Rolan's forces, they carried these cherished objects with them. Over the course of the battle, each of the Widow's children was slain, and the objects were taken. If the items are returned to the Widow, she can rest, knowing that her children's beloved items are reunited in the hands of brave adventurers.

Alain: Alain was a fighter who carried a greataxe engraved with images of dragon talons. When he fell, the Deathless Watch recovered the weapon, and it was handed over to Rolan. The axe now rests in Rolan's personal collection of items.

BETH TROTT

Brandis: A valiant commander, Brandis wore a distinctive adamantine helmet that sported a plume made from a nightmare's tail. During the battle, members of the Tenebrous Cabal sided with Rolan. Using shadow magic, they sneaked behind the front lines and killed Brandis in cold blood. The helmet is now owned by the organization's current Grandmaster of Shadows, the vampire Teliko.

Cassi: A fierce master of unarmed combat, Cassi wore a crystal-studded headband that helped her focus and strike unerringly. When Rolan marshaled his forces against the rebels, House Carradh joined the fight on the prince's side. When the fighting was concluded, Rolan awarded the headband to House Carradh for its service. The item is now in Olik Carradh's possession.

Pieter: A spy and an assassin, Pieter mastered the art of poisonmaking. He delivered his concoctions with a long dagger he concealed in his sleeve. Pieter was the last of the children to die. House Harskel aided Rolan in tracking him down, and for the assistance, it received Pieter's dagger, which Dedrek Harskel now has.

Staci: A late bloomer, Staci came into her own through study. She mastered battle magic and crafted a willow staff with which to channel her spells. Staci tried to use her magic to stop the Sever, but instead she was caught in the midst of the cataclysm and fell to her death. Her staff now lies in Gloomwrought's Undercity, awaiting discovery.

ROLEPLAYING THE WIDOW

In a fight, the Widow calls on her long-dead children for help. What she interprets as assistance from her fallen offspring is really her overwhelming supernatural power manifesting in the minds and bodies of her enemies (see her *obey your mother* power). She instinctively chooses someone who most resembles a specific child to act as that child. For example, she chooses a violent character, such as a barbarian, to play her hot-headed Alain.

The Widow sees a hero who keeps his or her distance as her dead husband, Gregan, who drowned when his ship sank off Gloomwrought's coast. She calls brokenly to him, begging him to return. Even though she starts a fight in crazed despair, the rigors of battle make the Widow realize that she's dead and her children are gone. When she becomes bloodied, her rage and mania subside, and she willingly answers a few questions out of a perverse sense of gratitude to her foes. Her clarity won't last, though. If the adventurers linger too long in conversation, she might slip back into her delusional state before they have a chance to leave the bridge.

If "killed" in battle, the Widow returns at dusk in two days. The only way to permanently free her spirit is to bring her children's most treasured items to her (treat this as a major quest). Then she leaves the bridge, still in mourning, but ready to take the long trek to Letherna.

MONSTERS BY LEVEL

Every new monster in this book and the *Encounter Book* appears on the following list, which is sorted alphabetically by level and monster role. Monster leaders are indicated with an (L).

Monsters in the *Encounter Book* are indicated by an "E" preceding the page number.

Monster	Level and Role	Page	Monster	Level and Role	Page
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Veleris a'Lindesta, Sage of History	9 Elite Controller	125	Ebony Initiate	15 Minion Brute	98
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NOT AFRAID OF DEATH ARE YOU?

Prepare to enter the Shadowfell, a disturbing reflection of the natural world and a dark haven for lost souls and deathly spirits. Foul creatures haunt this forsaken plane, yet out of the gloom rises a city of twisted splendor where adventure awaits and anything can happen.

This DUNGEONS & DRAGONS® game book contains all of the information a Dungeon Master needs to run thrilling adventures in Gloomwrought, a city in the bleak and deathly plane known as the Shadowfell. The material in this book can be adapted for any DUNGEONS & DRAGONS campaign. This book describes key locations within the city itself, as well as various inhabitants, plots, and adventure hooks. Noteworthy areas beyond the city are also described, allowing players to explore more of the shadowy plane.

For use with these DUNGEONS & DRAGONS ESSENTIALS™ products:

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Heroes of the Forgotten Kingdoms™

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